Annual Report 2013

Nestlé

Good Food, Good Life

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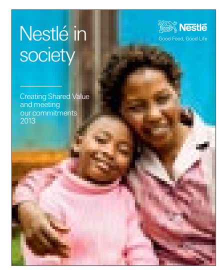
The year in review 2013



Nestlé in society
Creating Shared Value and meeting our commitments 2013

All sections should be read in connection with the Consolidated Financial Statements of the Nestlé Group 2013. All 2012 figures have been restated following the accounting changes described in Note 1 – Accounting policies (page 89), and adjusted following the final valuation of the Wyeth Nutrition acquisition (page 140).

Key figures (consolidated)

In millions of CHF (except per share data and personnel)

		2012	2013
Results			
Sales		89 721	92 158
Trading operating profit		13 464	14 047
as % of sales		15.0%	15.2%
Profit for the year attributable to shareholders of the parent (Net profit)		10 228	10 015
as % of sales		11.4%	10.9%
Balance sheet and Cash flow statement			
Equity attributable to shareholders of the parent before proposed appropriation of profit of Nestlé S.A.		61 007	62 575
Net financial debt		18 120	14 690
Ratio of net financial debt to equity (gearing)		29.7%	23.5%
Operating cash flow		15 668	14 992
Free cash flow [(a)]		9 905	10 486
Capital expenditure		5 273	4 928
as % of sales		5.9%	5.3%
Data per share			
Total basic earnings per share	CHF	3.21	3.14
Underlying [(b)]	CHF	3.25	3.50
Dividend as proposed by the Board of Directors of Nestlé S.A.	CHF	2.05	2.15
Market capitalisation, end December		190 038	208 279
Number of personnel (in thousands)		333	333

(a) Operating cash flow less capital expenditure, expenditure on intangible assets, sales of property, plant and equipment, investments (net of divestments) in associates and joint ventures, and other investing cash flows.

(b) Profit per share for the year attributable to shareholders of the parent before impairments, restructuring costs, results on disposals and significant one-off items. The tax impact from the adjusted items is also adjusted for.

Nestlé in society

10

We have added 10 new commitments in nutrition, water, rural development, sustainability and compliance

7789

We renovated 7789 products for nutrition or health considerations

Policy changes

We have renewed our nutritional policies to drive the further reduction of salt, sugars, saturated fats and trans fats in our products

FTSE4Good

We remain the only infant formula manufacturer included in FTSE's responsible investment index, based on our performance in human rights, labour rights, responsible marketing of breast-milk substitutes and more

167 billion

We provided over 167 billion servings of fortified products

Leader

We were ranked number one by the charity Oxfam in its 2013 scorecard, Behind the Brands. The survey scored 10 food and beverage companies on their efforts to improve food security

–33%

We reduced overall water withdrawals per tonne of product by one-third since 2005

Top 3

In March 2013, we were ranked one of the top 3 global food and beverage manufacturers in the Access to Nutrition Index

300 000

We trained 300 000 farmers through capacity-building programmes

Number 1

We achieved leadership for our industry group in the Dow Jones Sustainability Index 2013, and achieved the maximum score in the CDP Climate Performance Leadership Index

66 594

We reduced 66 594 tonnes of packaging material, saving CHF 158 million

–7.4%

We achieved an absolute reduction in direct GHG emissions of 7.4% since 2005

Group highlights

Group sales
CHF 92.2 billion
+2.7%

Organic growth
4.6%

Real Internal Growth
3.1%

Trading operating profit
CHF 14.0 billion

Trading operating profit margin
15.2%
+20 basis points

Earnings per share
CHF 3.14

Underlying earnings per share
+11.0%
constant currencies

Operating cash flow
CHF 15.0 billion

Working capital improvement
+CHF 1.4 billion

Proposed dividend
CHF 2.15

Proposed dividend increase
+4.9%

Outlook
Last year was challenging and 2014 will likely be the same. We will continue to be disciplined in driving our performance in line with the Nestlé Model of profitable growth and resource efficiency. We therefore expect our 2014 performance to be similar to last year and again weighted to the second half, outperforming the market, with growth around 5% and improvements in margins, underlying earnings per share in constant currencies and capital efficiency.

Letter to our shareholders

Dear fellow shareholder,

The year in review has seen significant changes in our business environment, both at home in Switzerland and in many other countries where your company is active. Switzerland has seen changes in corporate law that directly impact your company. Challenges in the Middle East, Asia, Africa and Latin America have contributed to a general slowdown in the emerging markets' growth rates. The developed markets, meanwhile, have continued to experience anaemic growth, at best. The results that we have achieved in this environment, therefore, are a tribute to our 333 000 employees, many of whom have experienced these difficult challenges first hand.

Sales were CHF 92.2 billion, with organic growth of 4.6%, incorporating real internal growth of 3.1% and pricing of 1.5%. After some years of inflation, raw material costs were subdued in 2013, and our commitment to delivering the right value propositions to our consumers resulted in a low level of pricing: our relatively strong real internal growth, considering the environment, suggests that we succeeded against market. The trading operating profit was CHF 14.0 billion and the margin increased by 20 basis points to 15.2%. This performance was achieved whilst at the same time increasing our brand support. The net profit was CHF 10.0 billion and earnings per share were CHF 3.14. Underlying earnings per share were up 11.0% in constant currencies. Operating cash flow was CHF 15.0 billion. In view of this performance and the company's strong financial position, the board is recommending a dividend per share of CHF 2.15, up 4.9% from CHF 2.05 last year.

The results in 2013 showed our determination to grow your company profitably and sustainably, allowing us to deliver over time the Nestlé Model of organic growth of 5–6% together with improvements in our trading operating profit margin and earnings per share in constant currencies and in our capital efficiency. Indeed, our average organic growth has been 6.1% over the last ten years, during which time we also consistently improved our operating profit margin. This performance reflects a focus both on our shorter-term performance – seeking to grow faster than our markets – and on the longer-term – making the right decisions to ensure sustainable profitable growth into the future.

Each year is a challenge in its own way, and 2013 was no different. A more difficult trading environment required an intense focus on ensuring we maintained our edge in the market. In 2013, guided by our strategic roadmap, we considered how we could work smarter to deliver greater value for consumers and for you, our fellow shareholders. We wanted to ensure we were agile enough to maximise the opportunities presented by today's fast-changing environment.

The roadmap has aligned our people, wherever they are in the world, whatever activity they work in, behind a set of firm priorities which help us deliver our promise to be the leader in Nutrition, Health and Wellness.

The intrinsic value of our nutrition agenda will increase as populations expand, healthcare challenges increase and related costs multiply. Our leadership brings responsibility, including to be at the cutting edge of science and to use our know-how to contribute to solutions on problems ranging from malnutrition to obesity. It also means taking business risks by pioneering new opportunities, knowing that some may not work. Equally, it means being sufficiently present in consumers' lives to be able to make a difference.

We also need to make the right choices. For example, whilst we see an exciting future role for personalised nutrition in managing chronic illness, we decided that our personalised weight management business, Jenny Craig, would be better served by different ownership and have divested it. Making the right choices enables us to put our best people and resources behind our best opportunities. We can focus investment more precisely, move faster and be more agile and responsive, all of which are critical to winning in today's more complex, more competitive world.

We will be able to be faster and more responsive by moving from managing complexity to mastering it. By doing so, we will be able to leverage our size to create further scale benefits and increased competitive advantage. One advantage that scale gives us is the ability to keep one eye on the longer-term, even as we navigate through shorter-term challenges. That means continuing to invest aggressively in capacities, capabilities, in R&D and our brands. In fact, 2013 saw investment in all these areas at levels that are among the highest in our history and in the industry. The opportunity for us now is to exploit that

Peter Brabeck-Letmathe
Chairman

Paul Bulcke
Chief Executive Officer

investment: to do more with what we have; to further leverage our assets, our scale and our capabilities by working smarter. This will result in lower capital investment and a further reduction in structural costs. The benefits will be evident already in 2014, with a significant decrease in capital investment, compared to 2013.

The Board's priorities included reviews of our global business portfolio in the context of our Nutrition, Health and Wellness strategy, of our past capital investments and our future needs, and of gender balance and diversity at Nestlé. Additionally, the Board of Directors spent considerable time analyzing and discussing the long-term strategic direction of your company and elaborated an enlarged vision of its strategy for the future. Our long-term strategic direction is to be the leader in Nutrition, Health and Wellness. We expanded the boundaries of nutrition with the creation of Nestlé Health Science in 2011. We are now expanding the foundation of health and wellness, with our announcement on 11th February 2014 of the acquisition of the 50% of Galderma that we did not already own, into the field of specialised medical skin treatments by setting up Nestlé Skin Health S.A.

The biggest priority, however, was to understand what the significant changes in the Swiss legislative framework for corporates would mean for your company, including the so-called Minder Initiative, voted into law in March 2013. The Board's aim was to keep your company as competitive as possible. Here are a few of the changes:

Each member of the Board of Directors will be re-elected on an annual basis. Previously, the Board had a staggered election process over three years, which provided a certain degree of stability. The yearly direct election of the Members of the Compensation Committee and the transfer of compensation approvals to the Annual General Meeting (AGM) also changes the dynamic between the Board and our shareholders.

The Chairman will now be elected annually by shareholders, no longer appointed by the Board. The Chairman will therefore have to dedicate more time to shareholder relations and to shorter-term issues, in addition to devoting his energies to the longer-term strategy and priorities, and to ensuring the sustainability of the business, as his role demands.

One of the tenets of the Minder Initiative was that it would empower shareholders. While about one-third of our shareholders are Swiss, about two-thirds are international, including European, American and Asian pension funds, investment trusts and sovereign wealth funds. We encourage all of them to vote at our AGM: a well-run company has shareholders who choose to be owners for the long term because they support the management and its strategy. Those shareholders will usually vote in support of the Board. It is probable, however, that shareholders will increasingly manage their additional voting responsibilities by delegating their voting decisions to international proxy advisors.

Together with the invitation to the Annual General Meeting you will find a Report of the Board explaining the revision of our Articles of Association. This aims to meet both the requirements of the unique new Swiss law and of international best corporate governance and compensation practices.

The new governance framework will have a significant impact on our AGM. There will be more proposals to be voted on. Compliance with the new law will be at the forefront of the meeting since non-compliance can result in severe criminal punishment, which is unique in the world. The role of the Board, the corporate body with fiduciary responsibility for your company's long-term development, has been weakened. The AGM has been given increased power. We therefore encourage all of you to vote, and so exercise your increased authority and assume your increased responsibility. By doing so, you will help preserve our tradition of being long-term focused and you will help us deliver our Creating Shared Value goals, which you previously enshrined in our Articles of Association and which have served us so well for almost 150 years.

There were changes to the Executive Board in 2013. Werner Bauer, Chief Technology Officer retired and was replaced by Stefan Catsicas. John Harris also retired and was replaced as head of Nestlé Waters by Marco Settembri. Martial Rolland took over responsibility for Nestlé Professional from Marc Caira who decided to take early retirement. The Board thanks Werner, John and Marc for the contributions over the many years they were with Nestlé. Peter Vogt became Head of Human Resources, following Jean-Marc Duvoisin's move to Nestlé Nespresso.

A company's actions should be consequent to its beliefs. We believe that our ability to win is due in no small part to our people, whom we consider a competitive advantage. People are the oxygen of an organisation, providing its creativity, dynamism and drive, and they become part of its culture and spirit as they are trained, progress, mentor and finally lead others. We have launched an initiative in Europe, pledging to create 20 000 positions for young people by 2016, and we are encouraging our 60 000 suppliers to join us. This is just one example of the role of Nestlé in Society to create shared value by ensuring that our activities, investments and know-how benefit not just Nestlé but also our stakeholders and the communities where we are present. It is fundamental that a company such as Nestlé plays a positive role in society. Indeed, we believe we will create long-term value for our shareholders only if we respect and connect positively with society at large. This is what we call 'Creating Shared Value'. Nestlé in Society is discussed in the accompanying reports, and we have also highlighted the increasing external recognition that we are receiving in this area.

Last year was challenging and 2014 will likely be the same. We will continue to be disciplined in driving our performance in line with the Nestlé Model of profitable growth and resource efficiency. We therefore expect our 2014 performance to be similar to last year and again weighted to the second half, outperforming the market, with growth around 5% and improvements in margins, underlying earnings per share in constant currencies and capital efficiency.

As we said, our people are our strength and competitive advantage, and we would like to thank everyone at Nestlé for their great efforts in contributing to another year of progress for the Group. Wherever you are in the world, whatever challenges you have been facing, your commitment has been unwavering.

On behalf of our Board of Directors we would finally like to thank our shareholders for their loyalty to our Company. We hope to count on your continued support.

Peter Brabeck-Letmathe
Chairman

Paul Bulcke
Chief Executive Officer

Corporate Governance and Compliance

Board of Directors of Nestlé S.A.
at 31 December 2013

Corporate Governance
We engage with society on the basis of strong principles of governance and compliance that provide the framework of how we do business. The Chairman and the CEO ensure the tone of good governance at Board level and below.

The Board regularly solicits input from investors, proxy advisors and other stakeholders, and reviews its governance on the basis of new legal requirements and best practices. As Nestlé has a highly diversified ownership structure, our dialogue with investors includes shareholder surveys, investor roundtables, analyst and engagement calls and bilateral meetings, pursing a holistic approach that manages both their financial and governance expectations.

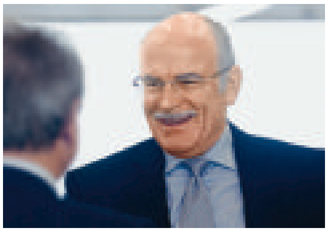
Good governance helps us maintain trust with our employees, investors, governments, NGOs, our customers, consumers and other stakeholders. Without good governance and compliance we cannot reach our goal of doing business sustainably and in a way that creates shared value for society.

In our *Nestlé in Society* report we demonstrate how we engage with society at large.

Our *Annual Report* includes our financial and nonfinancial commitments on governance, environmental, social, ethical and sustainability in line with the UN Global Compact Principles for Responsible Investment and the Global Reporting Initiative.

Peter Brabeck-Letmathe

Paul Bulcke



Andreas Koopmann

Helmut O. Maucher
Honorary Chairman

David P. Frick
Secretary to the Board

KPMG SA Geneva branch
Independent auditors
Term expires 2014 [1]

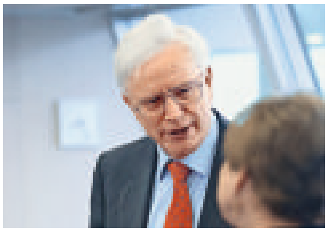
Peter Brabeck-Letmathe [2,4]
Chairman
Term expires 2016 [1]

Paul Bulcke [2]
Chief Executive Officer
Term expires 2014 [1]

Andreas Koopmann [2,3,4]
1st Vice Chairman
Chairman, Georg Fischer AG.
Term expires 2014 [1]

(1) On the date of the Annual General Meeting.
(2) Chairman's and Corporate Governance Committee.
(3) Compensation Committee.
(4) Nomination Committee.
(5) Audit Committee.

For further information on the Board of Directors, please refer to the *Corporate Governance Report 2013*.



Rolf Hänggi

Jean-Pierre Meyers

Titia de Lange

Henri de Castries

Beat Hess

Steven G. Hoch

Jean-Pierre Roth

Eva Cheng

Daniel Borel

Naïna Lal Kidwai

Ann M. Veneman

Rolf Hänggi [2,5]
2nd Vice Chairman
Former Chairman, Rüd, Blass & Cie AG.
Term expires 2014 [1]

Beat Hess [2]
Former Group Legal Director, Royal Dutch Shell plc.
Term expires 2014 [1]

Daniel Borel [3]
Co-founder and Board member, Logitech International S.A.
Term expires 2015 [1]

Jean-Pierre Meyers [3]
Vice Chairman, L'Oréal S.A.
Term expires 2014 [1]

Steven G. Hoch [4]
Founder and CEO, Highmount Capital.
Term expires 2016 [1]

Naïna Lal Kidwai [5]
Country Head of HSBC Group of Companies in India.
Term expires 2014 [1]

Titia de Lange
Associate Director, Anderson Cancer Center, The Rockefeller University.
Term expires 2016 [1]

Jean-Pierre Roth [3]
Chairman, Geneva Cantonal Bank.
Term expires 2016 [1]

Ann M. Veneman [4]
Former Executive Director UNICEF and Secretary of U.S. Department of Agriculture.
Term expires 2014 [1]

Henri de Castries [5]
Chairman and CEO, AXA.
Term expires 2015 [1]

Eva Cheng
Former Corporate Executive Vice President of Amway Corporation responsible for Greater China and Southeast Asia Region.
Term expires 2016 [1]

Our *Corporate Governance Report* describes how our governance ensures the effectiveness of our Board.

Our *Compensation Report* explains our compensation system and is submitted annually to a separate advisory vote of our shareholders.

We are actively engaged in the development of Swiss law and governance practices. In 2013, focus was on preparing for the implementation of new Swiss governance legislation going into effect next year. Nestlé aims to be an early adopter of various new governance practices demonstrating our commitment to be at the forefront of good governance in Switzerland. We expect to submit a pertinent revision of our Articles of Association to our upcoming Annual General Meeting.

We will maintain our commitment in our Articles of Association to aim for long-term, sustainable value creation.

Compliance

Compliance forms the basis of how we do business and is the foundation on which we engage with society. Compliance at Nestlé refers to our own commitments in Nestlé policies across all our *Corporate Business Principles* as well as all applicable laws.

While responsibility for compliance is assigned to the markets as per our Custodian Concept, a dedicated corporate Compliance function and a cross-functional Compliance Committee define the framework, facilitate the coordination between the relevant support functions and provide guidance and best practices in a holistic approach to Governance, Risk and Compliance (GRC). Market Compliance Committees ensure a consistent approach and help identify local compliance priorities.

The right commitment and tone at the top foster a strong, principles-based compliance culture. Our *Corporate Business Principles*, our *Management and Leadership Principles*, our *Code of Business Conduct* and our *Supplier Code* are the foundations of our cross-functional Corporate Compliance Programme. Awareness campaigns including our 'We make Nestlé campaign' and regular risk assessments help us in their continuous implementation. In our performance evaluations, compliance is linked to 'how' goals were accomplished.

In 2013, we re-emphasized compliance with our *Code of Business Conduct* with our e-learning tool on integrity and a revised anti-bribery e-learning tool supporting the Markets' training efforts. Our anti-trust and fair competition training was stepped up with an upgraded e-learning tool and physical training. We re-emphasized our integrated approach to GRC.

Compliance is regularly monitored by our corporate functions, internal and external audit, as well as through our CARE audit programme relying on independent external auditors. The CARE programme was extended to include pillars on human rights, labour practices and security. 150 audits were conducted in 2013 and gaps were addressed.

Our integrity reporting system went live globally to deal with compliance related grievances, complementing the 'whistleblower procedure' foreseen in our *Code of Business Conduct*, and our dedicated Ombudsman system to deal with grievances related to the World Health Organization Code of Marketing of Breast-milk Substitutes. 620 messages were received by the end of September 2013 and all complaints were investigated.

We foster a common understanding of compliance across the functions and help markets identify local compliance priorities based on seven elements, including the verification of appropriate principles and policies, adequate internal controls, effective structures, monitoring and reporting, consequence management and above all the right culture and top level commitment.

Conditions of work and employment, our responsible sourcing audit programme, legal compliance in particular with food and consumer law, financial regulatory compliance, data management and fraud prevention were other focus areas.

Our WHO Code Compliance programme covers all Nestlé operations involved in the marketing of infant nutrition products. We adhere to the decisions of all governments regarding the application of the WHO Code in their countries and voluntarily apply the WHO Code in all developing countries. A special focus was on working with Wyeth Nutrition to align our policy and management systems in all higher-risk countries and on the areas identified through the FTSE4Good verification process. Our inclusion in the FTSE4Good index is a testimony to our commitment.

Executive Board of Nestlé S.A.
at 31 December 2013

For further information on the Executive Board, please refer to the *Corporate Governance Report 2013*.

(From left to right): Peter Vogt, José Lopez, Stefan Catsicas, Luis Cantarell, David P. Frick, Laurent Freixe, Wan Ling Martello, Marco Settembri, Paul Bulcke, Patrice Bula, Doreswamy (Nandu) Nandkishore, Chris Johnson, Martial Rolland

Paul Bulcke
Chief Executive Officer

Members, Executive Board
Luis Cantarell EVP, Nestlé Nutrition, President and CEO, Nestlé Health Science
José Lopez EVP, Operations, GLOBE
Laurent Freixe EVP, Europe
Chris Johnson EVP, United States of America, Canada, Latin America, Caribbean
Patrice Bula EVP, Strategic Business Units, Marketing and Sales
Doreswamy (Nandu) Nandkishore EVP, Asia, Oceania, Africa, Middle East
Wan Ling Martello EVP, Chief Financial Officer (includes Legal, Intellectual Property, Global Business Services)
Stefan Catsicas EVP, Innovation, Technology, Research and Development
Marco Settembri EVP, Nestlé Waters
Peter Vogt Deputy EVP, Human Resources
Martial Rolland Deputy EVP, Nestlé Professional
David P. Frick SVP, Corporate Governance, Compliance and Corporate Services

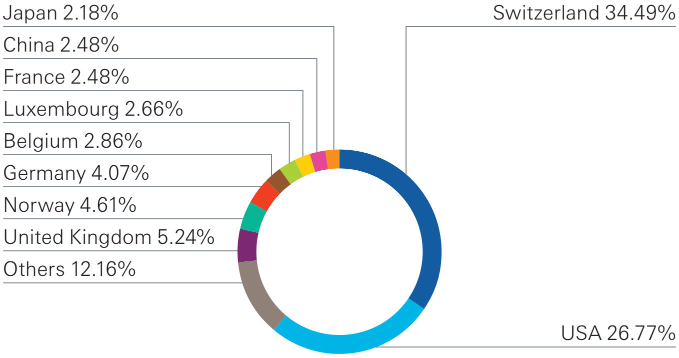
Yves Philippe Bloch
Corporate Secretary

EVP: Executive Vice President
SVP: Senior Vice President

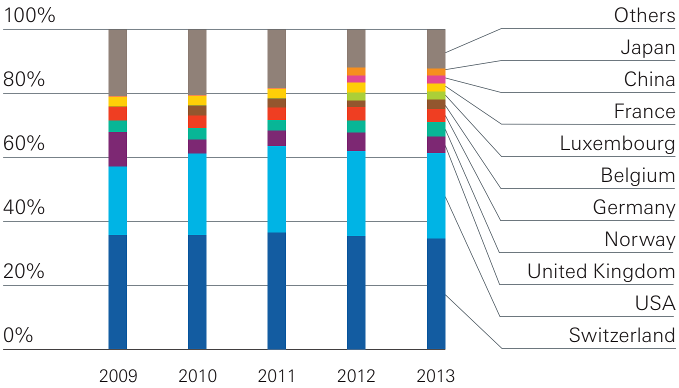
Our human rights due diligence programme based on the UN Framework on Business and Human Rights focussed on risk and impact assessments, training, monitoring and stakeholder engagement.

Compliance means we will not sacrifice our principles and values for short-term success. Conditioned upon strong compliance, we aim to run our business sustainably and for the long term. We aim to create shared value.

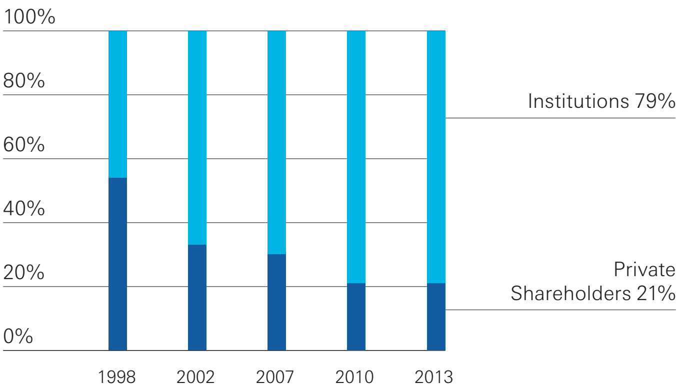
Shareholders by geography [(a)]



Distribution of Share Capital by geography [(a)]



Share Capital by Investor Type, long-term evolution [(a)]



(a) Percentage derived from total number of registered shares. Registered shares represent 61.6% of the total share capital. Statistics are rounded, as at 31.12.2013.

Corporate Governance Report 2013

Situation at 31 December 2013

(1) The full Board of Directors Regulations and Committee Charters are published on www.nestle.com/investors/corporategovernance.
(2) The term Executive Committee, as used in the SIX Directive, is replaced by Executive Board throughout this document.

Preliminary remarks

The Nestlé Corporate Governance Report 2013 follows the SIX Swiss Exchange Directive on Information relating to Corporate Governance and takes into account the Swiss Code of Best Practice for Corporate Governance, as in force at 31 December 2013. Additional information can be found in the Compensation Report.

To avoid duplication of information, cross-referencing to other reports is made in some sections, namely the Annual Report 2013, the Financial Statements 2013 that comprise the Consolidated Financial Statements of the Nestlé Group and the Financial Statements of Nestlé S.A., as well as the Articles of Association of Nestlé S.A., whose full text can be consulted in this report or on www.nestle.com.

The Consolidated Financial Statements of the Nestlé Group 2013 comply with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and with the interpretations issued by the IFRS Interpretations Committee (IFRIC). Where necessary, these disclosures have been extended to comply with the requirements of the SIX Swiss Exchange Directive Financial Reporting.

1. Group structure and shareholders

1.1 Group structure

Please refer to the Annual Report 2013, page 6 for the overview of Directors and Officers.

1.1.1 Description of the issuer's operational group structure

For the general organisation chart of Nestlé S.A., refer to page 34 of this document. The Group's Management structure is represented in the analysis by operating segments (refer to Note 3 of the Consolidated Financial Statements of the Nestlé Group 2013).

1.1.2 All listed companies belonging to the issuer's group

The registered offices of Nestlé S.A. are in Vevey and Cham (Switzerland). Nestlé S.A. shares are listed on the SIX Swiss Exchange (ISIN code: CH0038863350). At 31 December 2013, the market capitalization of Nestlé S.A. was CHF 208 279 000 000. For further information see also page 200 of the Annual Report 2013 and visit our website on www.nestle.com/investors.

Please refer to the Consolidated Financial Statements of the Nestlé Group 2013, page 154 for a list of the principal affiliated and associated companies, with an indication of their company names, registered office, share capital, place of listing, securities' ISIN numbers, their market capitalisation and the Company's participation.

1.1.3 The non-listed companies belonging to the issuer's consolidated entities

Please refer to the Consolidated Financial Statements of the Nestlé Group 2013, page 154 for the enumeration of the principal affiliated and associated companies, with an indication of their company names, registered office, share capital and the Company's participation.

1.2 Significant shareholders
During 2013, the Company published on the electronic publication platform of the SIX Swiss Exchange disclosure notifications pertaining to the holding of Nestlé S.A. shares by Norges Bank (the Central Bank of Norway), Norway. Their holding reached the threshold of 3% on 17 June 2013 and fell below the threshold of 3% on 9 July 2013.

With the exception of BlackRock, Inc., New York, which on 17 December 2009 announced holding, together with affiliates, directly or indirectly 3.7% of Nestlé S.A.'s share capital at that time, Nestlé S.A. is not aware of any shareholder holding Nestlé S.A. shares in excess of 3% of the share capital.

With respect to nominees, Chase Nominees Ltd, London, was a registered Nominee N (refer to point 2.6.3. below) of 364 222 921 shares, i.e. 11.3% of the shares of the Company as at 31 December 2013. At the same date, Citibank N.A., London, as depositary for the shares represented by American Depositary Receipts, was the registered holder of 243 575 492 shares, i.e. 7.6% of the shares of the Company. Also on 31 December 2013, Nortrust Nominees Ltd, London, was a registered Nominee N of 114 199 949 shares of the Company, representing 3.6% of the shares. Further, Mellon Bank N.A., Everett, was a registered Nominee N of 100 408 608 shares, i.e. 3.1% of the shares of the Company as at 31 December 2013.

1.3 Cross-shareholdings
The Company is not aware of cross-shareholdings exceeding 5% of the capital or voting rights on both sides.

2. Capital structure
2.1 Capital
The ordinary share capital of Nestlé S.A. is CHF 322 480 000. The conditional share capital is CHF 10 000 000. Nestlé S.A. does not have any authorised share capital.

2.2 Conditional capital
The share capital may be increased in an amount not to exceed CHF 10 000 000 by issuing up to 100 000 000 registered shares with a nominal value of CHF 0.10 each through the exercise of conversion rights and/or option rights granted in connection with the issuance by Nestlé or one of its subsidiaries of newly or already issued convertible debentures, debentures with option rights or other financial market instruments. Thus the Board of Directors has at its disposal a flexible instrument enabling it, if necessary, to finance the activities of the Company through convertible debentures.

For a description of the group of beneficiaries and of the terms and conditions of the issue of conditional capital, refer to art. 3bis of the Articles of Association of Nestlé S.A.

2.3 Changes in capital
The share capital was reduced twice in the last three financial years as a consequence of Share Buy-Back Programmes launched by the Company; the resulting cancellations of shares were approved at the Annual General Meetings of 14 April 2011 and 19 April 2012.

In 2011, the share capital was reduced by 165 000 000 shares to CHF 330 000 000.

In 2012, the Annual General Meeting approved a further reduction of the share capital by 75 200 000 shares to CHF 322 480 000.

For the breakdown of capital ("equity") for 2013, 2012 and 2011 see the changes in equity in the Consolidated Financial Statements of the Nestlé Group 2013 and 2012.

2.4 Shares and participation certificates

Nestlé S.A.'s capital is composed of registered shares only. The number of registered shares with a nominal value of CHF 0.10 each, fully paid up, was 3 224 800 000 at 31 December 2013.

According to art. 11 par. 1 of the Articles of Association, each share recorded in the share register as a share with voting rights confers the right to one vote to its holder. See also point 2.6.1 below.

Shareholders have the right to receive dividends. There are no participation certificates.

2.5 Profit sharing certificates

There are no profit sharing certificates.

2.6 Limitations on transferability and nominee registrations

2.6.1 Limitations on transferability for each share category, along with an indication of statutory group clauses, if any, and rules for granting exceptions

According to art. 5 par. 5 of the Articles of Association, no person or entity shall be registered with voting rights for more than 5% of the share capital as recorded in the commercial register. The limitation on registration also applies to persons who hold some or all their shares through nominees pursuant to that article. Legal entities that are linked to one another, through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent the regulations concerning the limitation on registration or the nominees, shall be counted as one person or nominee (art. 5 par. 7 of the Articles of Association). The limitation on registration also applies to shares acquired or subscribed by the exercise of subscription, option or conversion rights (art. 5 par. 10 of the Articles of Association). See also art. 5 par. 6 and 9 of the Articles of Association and point 2.6.3 below.

2.6.2 Reasons for granting exceptions in the year under review

Please refer to points 2.6.3 and 6.1.2 below.

2.6.3 Admissibility of nominee registrations, along with an indication of percent clauses, if any, and registration conditions

Pursuant to art. 5 par. 6 and 9 of the Articles of Association, the Board of Directors has issued regulations concerning nominees, setting forth rules for their entry as shareholders in the share register. These regulations allow the registration of:

- Nominees N ("N" as Name of beneficial owner disclosed): where trading and safekeeping practices make individual registration of beneficial owners difficult or impractical, shareholders may register their holdings through a Nominee N with voting rights, subject to the specific understanding that the identity and holdings of beneficial owners are to be disclosed to the Company, periodically or upon request. Voting rights of Nominees are to be exercised on the basis of voting instructions received from the beneficial owners. Holdings of a Nominee N, or Nominees N acting as an organised group or pursuant to a common agreement, may not exceed 5% of the share capital of the Company. Holdings exceeding the 5% limit (respectively the limit fixed by the Board of Directors, see point 6.1.2 below) are registered without voting rights. The responsibility for disclosure of beneficial owners and their holdings resides with the nominees registered in the share register.
- Nominees A ("A" as Anonymous beneficial owner): registration without voting rights.

2.6.4 Procedure and conditions for cancelling statutory privileges and limitations on transferability

Please refer to point 6.1.3 below.

2.7 Convertible bonds and options

As at 31 December 2013, there are no outstanding convertible bonds or warrants/options issued by Nestlé S.A. or by subsidiaries on Nestlé S.A. shares. The only options issued by Nestlé S.A. are employee options allocated under the Nestlé Management Stock Option Plan (MSOP). Grants under this plan have been discontinued in 2013.

3. Board of Directors
3.1 Members of the Board of Directors

Name	Year of birth	Nationality	Education/Qualifications [a]	Election	Expires [b]
Peter Brabeck-Letmathe Chairman	1944	Austrian	Economics	1997	2016
Paul Bulcke CEO	1954	Belgian	Economics and Business Administration	2008	2014
Andreas Koopmann 1st Vice Chairman	1951	Swiss	Mechanical Engineering and Business Administration	2003	2014
Rolf Hänggi 2nd Vice Chairman	1943	Swiss	Law and Finance	2004	2014
Beat Hess	1949	Swiss	Law	2008	2014
Daniel Borel	1950	Swiss	Physics and Computer Science	2004	2015
Jean-Pierre Meyers	1948	French	Economics	1991	2014
Steven G. Hoch	1954	American/Swiss	International Relations and Economics	2006	2016
Naïna Lal Kidwai	1957	Indian	Economics and Business Administration	2006	2014
Titia de Lange	1955	Dutch	Biochemistry	2010	2016
Jean-Pierre Roth	1946	Swiss	Economics and Finance	2010	2016
Ann M. Veneman	1949	American	Law and Public Policy	2011	2014
Henri de Castries	1954	French	HEC, Law degree and ENA	2012	2015
Eva Cheng	1952	Chinese	Business Administration, History	2013	2016

(a) For more complete information on qualifications: please refer to individual CVs on www.nestle.com/investors/corporategovernance.
(b) As from 2014, all Board members will be elected annually in accordance with the revised Swiss Corporate law.

3.1.1 Management tasks of the members of the Board of Directors
With the exception of Paul Bulcke, all members of the Board of Directors are non-executive members. Peter Brabeck-Letmathe is active Chairman and has certain responsibilities for the direction and control of the Group including Nestlé Health Science and Nestlé's engagements with L'Oréal, Galderma and Laboratoires innéov.

3.1.2 Information on non-executive members of the Board of Directors
With the exception of Peter Brabeck-Letmathe, all non-executive members of the Board of Directors are independent, were not previously members of the Nestlé management and have no important business connections with Nestlé.

3.1.3 Cross-involvement
Peter Brabeck-Letmathe, Paul Bulcke and Jean-Pierre Meyers are on the Board of Directors of both Nestlé and L'Oréal.

3.2 Professional background and other activities and functions

Peter Brabeck-Letmathe
Chairman

Peter Brabeck-Letmathe joined the Nestlé Group's operating company as a salesman in Austria in 1968. Between 1970 and 1987, he held a series of responsibilities in Latin America. In 1987, he was transferred to Nestlé's International Headquarters in Vevey, Switzerland, as Vice President and was named Executive Vice President in 1992. At the Annual General Meeting of Shareholders in June 1997, Peter Brabeck-Letmathe was elected member of the Board of Nestlé S.A. In 1997, the Board of Directors of Nestlé S.A. appointed him Chief Executive Officer (CEO). In 2001, he was elected Vice Chairman and in 2005 Chairman of the Board of Directors. As of 10 April 2008, Peter Brabeck-Letmathe relinquished his function as CEO remaining Chairman of the Board of Directors.

As a Nestlé S.A. representative, he serves as Vice Chairman of L'Oréal S.A., France.

Peter Brabeck-Letmathe is also Chairman of Delta Topco, Jersey, Vice Chairman of the Board of Directors of Credit Suisse Group, Switzerland, and member of the Board of Exxon Mobil Corporation, Texas, USA.

He also represents Nestlé at the Foundation Board of the World Economic Forum (WEF) and on behalf of Nestlé chairs the Water Resource Group 2030 (WRG). In addition, he is a member of the European/Hong Kong Business Co-operation Committee (EU/HK BCC) as well as a member of the Foundation Board of the Verbier Festival, Switzerland.

Paul Bulcke
CEO

Paul Bulcke began his career in 1977 as a financial analyst for Scott Graphics International in Belgium before moving to the Nestlé Group in 1979 as a marketing trainee. From 1980 to 1996, he held various responsibilities in Nestlé Peru, Nestlé Ecuador and Nestlé Chile before moving back to Europe as Managing Director of Nestlé Portugal, Nestlé Czech and Slovak Republic, and Nestlé Germany. In 2004, he was appointed Executive Vice President, responsible for Zone Americas. In April 2008, Paul Bulcke was elected member of the Board of Directors of Nestlé S.A. and the Board appointed him Chief Executive Officer (CEO).

As a representative of Nestlé, Paul Bulcke serves as Board member of L'Oréal S.A., France, and as Co-Chairman of the Supervisory Board of Cereal Partners Worldwide, Switzerland.

Furthermore, Paul Bulcke is a Board member of Roche Holding Ltd., Switzerland. He is Co-Chair of the Consumer Goods Forum Board of Directors and is a member of its Governance Committee. Paul Bulcke is also a member of the Board of Trustees of Avenir Suisse, Switzerland, and of the International Business Council of the World Economic Forum (WEF).

Andreas Koopmann
1st Vice Chairman

Andreas Koopmann began his career in 1979 as Assistant to the Chairman and CEO of Bruno Piatti AG, Switzerland, and from 1980 to 1982 was Assistant to the Group Executive at Motor Columbus AG, Holding, Switzerland. From 1982, he was at Bobst Group, starting as Vice President of Engineering and Manufacturing in Roseland, New Jersey, USA. In 1989, he returned to Switzerland, holding a number of senior positions in the company, including member of the Group Executive Committee in charge of Manufacturing. He was a member of the Board of Directors for Bobst Group from 1998 to 2002 and was appointed CEO in 1995, a position he held until May 2009. From 2010 to 2012, Andreas Koopmann was Chairman of Alstom (Suisse) S.A. and Country President.

Presently, he serves as Chairman of Georg Fischer AG, Switzerland, as a Board member of Credit Suisse Group, Switzerland, as well as of CSD Group, Switzerland.

Rolf Hänggi
2nd Vice Chairman

In 1970 Rolf Hänggi started his career as a financial and investment analyst at Swiss Bank Corporation, Switzerland, before moving on to the Union Bank of Switzerland and then to the Basellland Cantonal Bank, Switzerland. In 1976 he joined Zurich Insurance Company and in 1986 became a member of the Corporate Executive Board and Head of finance and investments in securities, worldwide. He was appointed Deputy CEO of Zurich Insurance Company in 1988, serving as a Board member from 1993 to 1997, before becoming a private consultant. In 1996, he was elected to the Board of Roche Holding Ltd, Switzerland, and served as Vice Chairman until 2006. From 1994 to April 2009, Rolf Hänggi also served as Chairman of Rüd, Blass & Cie AG, Bankers, Switzerland.

Presently, he is a member of the Board of Trustees of the Foundation Luftbild Schweiz, Switzerland; he was a member of the Foundation Board, Werner Abegg-Fonds, Switzerland until the end of the year 2011; and sits on the Advisory Board for the Mastercourse of Advanced Studies in Applied History at the University of Zurich, Switzerland.

Beat Hess

Beat Hess started his career in 1977 at BBC Brown Boveri Ltd in Baden as Legal Counsel where he was promoted to General Counsel in 1986. From 1988 to 2003, he was Senior Group Officer, General Counsel and Secretary for ABB Ltd in Zurich. From 2003 until his retirement in January 2011, Beat Hess was Group Legal Director and a member of the Group Executive Committee of Royal Dutch Shell plc, The Hague, The Netherlands.

Beat Hess is a member of the Board and Vice Chairman of Holcim Ltd, as well as a member of the Board and Vice Chairman of Sonova Holding AG, Switzerland. He is also a member of The Hague Academy of International Law.

Daniel Borel

Daniel Borel is the co-founder of Logitech. He served as Chairman and CEO of Logitech S.A. from 1982 to 1988 and of Logitech International S.A. from 1992 to 1998. Since 1998, he has served as Chairman of Logitech International S.A. As of January 2008, Daniel Borel handed over the office of Chairman remaining a member of the Board of Directors of Logitech International S.A.

In addition, he is President of the EPFL Plus Foundation and serves as Chairman of swissUp, a Foundation for Excellence in Education in Switzerland, and is a member of the Board of Defitech Foundation, Switzerland.

Jean-Pierre Meyers

From 1972 to 1980, Jean-Pierre Meyers was attached to the directorate of financial affairs at Société Générale. During the same time he was Assistant Professor at the Ecole Supérieure de Commerce in Rouen, France. From 1980 to 1984, he was a Director of the bank Odier Bungener Courvoisier. Jean-Pierre Meyers has been a Board member of L'Oréal S.A., France, since 1987 and Vice Chairman since 1994. He has also served as Vice Chairman of the Bettencourt-Schueller Foundation since 1988.

In addition, Jean-Pierre Meyers is CEO and a member of the Supervisory Board of Téthys S.A.S. in France.

Steven G. Hoch

Steven G. Hoch started his career in 1978 at the Chemical Bank in New York and Zurich, where he held a series of positions in commercial banking, principally advising multi-national companies. Steven G. Hoch was Senior Vice President and a member of the Management Committee at Bessemer Trust Company, N.A., New York, from 1990 to 1994, and a member of the Executive Committee and Head of Client Service at Pell Rudman Trust Company, Boston, from 1994 to 2002. In 2002, he founded Highmount Capital, LLC, a US-based investment management firm where he is CEO.

Steven G. Hoch is Chairman of the American Swiss Foundation and a member of the Executive Committee as well as Chairman of the Investment Committee of the Woods Hole Oceanographic Institution, USA. He served two terms as a member of the National Board of the Smithsonian Institution, USA, and is an Advisory Board member of the Smithsonian Tropical Research Institute, Panama.

Naïna Lal Kidwai

Naïna Lal Kidwai started her career in 1982 and until 1994 was at ANZ Grindlays Bank Plc.

From 1994 to 2002, she was Vice Chairperson and Head of Investment Banking at Morgan Stanley India before moving to HSBC. Currently she is Country Head of the HSBC Group of Companies in India. In 2010, she was appointed to the Board of HSBC Asia-Pacific.

She has been elected President of the Federation of Indian Chambers of Commerce & Industry (FICCI) for 2013.

She serves the Government of India on the Government-Industry Task Force. She chairs the India Advisory Board of the Harvard Business School, where she is also a Global Advisor. Other engagements include being on the Board of the Aspen Institute India, NCAER (National Council of Applied Economics Research) and NIBM (National Institute Bank Management). Her interests in the environment include being on the Board of Shakti Sustainable Energy Foundation, the World Economic Forums' Global Agenda Council on Climate Change and The Energy and Resources Institute's (TERI) Governing Council.

Naïna Lal Kidwai was given the Padma Shri Award by the Indian government in 2007 for her contribution to trade and industry and has been recognised in India and abroad with awards and rankings in lists of top women in business.

Titia de Lange

Titia de Lange earned her doctoral and post-doctoral degrees in biochemistry in Amsterdam, London and San Francisco. In 1997, she was appointed Professor at the Rockefeller University, New York, where since 1999 she holds as well the Leon Hess Professorship. In 2011 she became Director of the Anderson Cancer Center at that same University.

Titia de Lange is also an elected member of the American National Academy of Sciences and has worked extensively with the National Institutes of Health. In addition to these research activities, she currently serves on many scientific advisory boards and award committees of universities and other research centres around the world, as well as on review panels and editorial boards. Furthermore, she has been awarded numerous honours and awards since 1980.

For Nestlé, Titia de Lange serves as a member of the Nestlé Nutrition Council (NNC) – a group of international experts who advise Nestlé on nutrition.

Jean-Pierre Roth

Jean-Pierre Roth spent his whole career at the Swiss National Bank, which he joined in 1979. After various senior positions, he was appointed a member of the Governing Board in 1996 before becoming its Chairman in 2001 until 2009. From 2001 he was a member of, and since 2006 the Chairman of the Board of Directors of the Bank of International Settlements until his retirement in 2009. Jean-Pierre Roth also served as Swiss Governor of the International Monetary Fund from 2001 until 2009 and as a Swiss representative on the Financial Stability Board from 2007 until 2009.

As of 2010, Jean-Pierre Roth has been a member of the Board of Swatch Group AG and a member of the Foundation Board and Programme Committee of Avenir Suisse, Switzerland. Since July 2010, he serves as Chairman of the Board of Directors of Geneva Cantonal Bank, and is a Board member of the global (re)insurance company Swiss Re.

Ann M. Veneman

An attorney by training, Ann M. Veneman was Secretary of the United States Department of Agriculture (USDA) from 2001 to 2005. She then served a five-year term as the Executive Director of the United Nations Children's Fund. Earlier in her career she was in various positions in the USDA and also served four years as the Secretary of the California Department of Food and Agriculture. She is currently a member of the Boards of Alexion Pharmaceuticals, S&W Seed Company, the Close Up Foundation, Malaria No More, Landesa and 4-H as well as of the Global Health Innovative Technology Fund. She is also Co-Chair of Mothers Day Every Day and on a number of advisory boards including BRAC, The Chicago Council Global Agriculture Development Initiative, and the Bipartisan Policy Council Nutrition and Physical Activity Initiative. She is a member of the Council on Foreign Relations, and the Trilateral Commission.

In 2009, she was named to the Forbes 100 Most Powerful Women list, and she has been the recipient of numerous awards and honours throughout her career.

Ann M. Veneman also serves as member of the Nestlé CSV Council.

Henri de Castries

Henri de Castries started his career in the French Finance Ministry Inspection Office, auditing government agencies from 1980 to 1984. In 1984, he joined the French Treasury Department. As of 1989, he joined AXA Corporate Finance Division. Two years later, he was appointed Senior Executive Vice President for the Group's asset management, financial and real-estate business. Henri de Castries was Chairman of the AXA

Management Board from May 2000 to April 2010. Since April 2010, following a modification of the corporate governance structure, he is Chairman and CEO of AXA.

In addition to his professional duties, Henri de Castries is Chairman of AXA Hearts in Action, AXA's volunteer community outreach programme and is a member of the Board of the Association pour l'aide aux jeunes infirmes, an organisation dedicated to helping disabled youth, as well as a member of the Board of the Musée du Louvre, France.

Furthermore, Henri de Castries has been appointed Officer of the French Legion d'Honneur (Légion d'Honneur) and Officer of the French National Order of Merit (Ordre national du Mérite).

Eva Cheng

Eva Cheng joined Amway Corporation – a US based global consumer product company – in 1977 as an Executive Assistant in Hong Kong and moved to become Corporate Executive Vice President in 2005 responsible for Greater China and Southeast Asia Region, a position she held until her retirement in 2011. Eva Cheng is most well known for leading Amway's entry into China in 1991. She also held Amway China's Chairwoman and CEO position since market launch until her retreat in 2011.

In 2008 and 2009, Eva Cheng was twice named to the Forbes 100 Most Powerful Women list. She had also received numerous awards and honours for her business leadership and community service.

Presently, Eva Cheng serves on the publicly listed boards of Esprit Holdings Ltd., Trinity Limited (until 2014), Haier Electronics Group Co. Ltd., in Hong Kong and Amway (Malaysia) Holdings Berhad in Kuala Lumpur (until 2014). She is also a member of the Executive Committee of the All-China Women's Federation, a Member of the China's People Political Consultative Conference – Guangdong Commission and a Permanent Honorary Director of the Chinese General Chamber of Commerce in Hong Kong.

3.3 Elections and terms of office

The Annual General Meeting has the competence to elect and remove the members of the Board. As of 31 December 2013, the term of office of a Board member is three years. Outgoing Directors are re-eligible. Each year the Board is renewed by rotation in a way that, after a period of three years, all members will have been subject to re-election. Directors are elected individually.

The Board of Directors elects, for a one-year term, the Chairman, the Chief Executive Officer (CEO), two Vice Chairmen and the members of the Committees.

The term of office of a Board member expires no later than at the Annual General Meeting following his or her 72nd birthday.

For the principles of the selection procedure: see point 3.4.2 below (Nomination Committee).

For the time of first election and remaining term of office see point 3.1 above.

The Company will propose a revision of its Articles of Association to bring them in line with the new Swiss Corporate Law which went into effect 1 January 2014.

3.4 Internal organisational structure

3.4.1 Allocation of tasks within the Board of Directors

	Chairman's and Corporate Governance Committee	Compensation Committee	Nomination Committee	Audit Committee
Peter Brabeck-Letmathe Chairman	• (Chair)		•	
Paul Bulcke CEO	•			
Andreas Koopmann 1st Vice Chairman	•	•	• (Chair)	
Rolf Hänggi 2nd Vice Chairman	•			• (Chair)
Beat Hess	•			
Daniel Borel		• (Chair)		
Jean-Pierre Meyers		•		
Steven G. Hoch			•	
Naïna Lal Kidwai				•
Titia de Lange				
Jean-Pierre Roth		•		
Ann M. Veneman			•	
Henri de Castries				•
Eva Cheng				

3.4.2 Tasks and area of responsibility for each Committee of the Board of Directors (1)

The powers and responsibilities of each Committee are established in the applicable Committee Charter, which is approved by the Board. Each Committee is entitled to engage outside counsel.

The **Chairman's and Corporate Governance Committee** consists of the Chairman, the two Vice Chairmen, the CEO (Administrateur délégué) and other members as elected by the Board. It liaises between the Chairman and the full Board of Directors in order to act as a consultant body to the Chairman and to expedite whenever necessary the handling of the Company's business. The Committee regularly reviews the Corporate Governance of the Company and prepares recommendations for the Board. It also advises on certain finance-related matters including the Company's financing and financial management and periodically reviews its asset and liability management.

While the Committee has limited authority as per the Board Regulations, it may in exceptional and urgent matters deal with business matters which might arise between Board meetings. In all cases it keeps the Board fully appraised. It reviews the Board's annual work plan.

The **Compensation Committee** is chaired by an independent and non-executive member of the Board; the other members are one Vice Chairman and a minimum of two other non-executive members of the Board of Directors. All members are independent. The Compensation Committee determines the principles for remuneration of the members of the Board and submits them to the Board for approval. It oversees and discusses the remuneration principles for the Company and the Group. In addition, it proposes the remuneration of the Chairman, the CEO and approves the individual remunerations of the members of the Executive Board. It reports on its decisions to the Board and keeps the Board updated on the overall remuneration policy of the Group.

The **Nomination Committee** includes a Chairperson, who is an independent and non-executive member of the Board; the other members are the Chairman of the Board of Directors and a minimum of two independent and non-executive members of the Board. The Nomination Committee establishes the principles for the selection of candidates to

(1) For complete information please refer to the Board of Directors Regulations and Committee Charters on www.nestle.com/investors/corporategovernance.

the Board, selects candidates for election or re-election to the Board and prepares a proposal for the Board's decision. The candidates to the Board must possess the necessary profiles, qualifications and experience to discharge their duties. Newly appointed Board members receive an appropriate introduction into the business and affairs of the Company and the Group. If required, the Nomination Committee arranges for further training. It reviews, at least annually, the independence of the members of the Board and it prepares the annual self-evaluation of the Board and its Committees. It oversees the long-term succession planning of the Board.

The Audit Committee consists of a Vice Chairman, who chairs the Committee, and a minimum of two other members of the Board, excluding the CEO and any former member of the Executive Board. At least one member has to have recent and relevant financial expertise, the others must be familiar with the issues of accounting and audit. In discharging its responsibilities, it has unrestricted access to the Company's management, books and records. The Audit Committee supports the Board of Directors in its supervision of financial controls through a direct link to KPMG (external auditors) and the Nestlé Group Audit (corporate internal auditors). The Audit Committee's main duties include the following:
– to discuss Nestlé's internal accounting procedures;
– to make recommendations to the Board of Directors regarding the nomination of external auditors to be appointed by the shareholders;
– to discuss the audit procedures, including the proposed scope and the results of the audit;
– to keep itself regularly informed on important findings of the audits and of their progress;
– to oversee the quality of the internal and external auditing;
– to present the conclusions on the approval of the Financial Statements to the Board of Directors;
– to review certain reports regarding internal controls and the Group's annual risk assessment.

The Audit Committee regularly reports to the Board on its findings and proposes appropriate actions. The responsibility for approving the annual Financial Statements remains with the Board of Directors.

Meetings held in 2013	Frequency	Average duration (hours)
Board of Directors of Nestlé S.A.	8 times	3:40
Chairman's and Corporate Governance Committee	9 times	4:50
Compensation Committee	3 times	1:20
Nomination Committee	3 times	0:50
Audit Committee	4 times	2:20

3.4.3 Work methods of the Board of Directors and its Committees

The Board meets as often as necessary, at least quarterly, and on notice by the Chairman or by the person designated by him. In addition, the Board must be convened as soon as a Board member requests the Chairman to call a meeting. All Committees provide a detailed report to the full Board at each meeting in a dedicated Chairman's session.

The Board reserves at least one day per year to discuss the strategic long-term plan of the Company. In addition, every year the Board visits one operating company for three to five days, in 2013 Nestlé in South Africa. The average attendance at the Board meetings was 98%, one Board member having missed one meeting due to health reasons. Board meetings, with the exception of certain Chairman's and *in camera* sessions, are attended by all members of the Executive Board. In addition, selected members of the Executive Board and senior management participate in certain Committee meetings.

3.5 Definition of areas of responsibility

The governing bodies have responsibilities as follows:

3.5.1 Board of Directors [1]

The Board of Directors is the ultimate governing body of the Company. It is responsible for the ultimate supervision of the Group. The Board attends to all matters which are not reserved for the Annual General Meeting or another governance body of the Company by law, the Articles of Association or specific regulations issued by the Board of Directors.

The Board has the following main duties:

a) the ultimate direction of the Company, in particular the conduct, management and supervision of the business of the Company, and the provision of necessary directions;
b) the determination of the Company's organisation;
c) the determination of accounting and financial control principles, as well as the principles of financial planning;
d) the appointment and removal of the Chairman and the Vice Chairmen, of the Committee members and members of the Executive Board;
e) the ultimate supervision of the Chairman and the members of the Executive Board, in particular with respect to their compliance with the law, the Articles of Association, the Board Regulations and instructions given from time to time by the Board;
f) the preparation of the Annual Report, the Annual General Meeting and execution of its resolutions;
g) the notification of the court in the event of overindebtedness;
h) the discussion and approval of:
   - the Group's long-term strategy and annual investment budget;
   - major financial operations;
   - any significant policy issue dealing with the Company's or the Group's general structure or with financial, commercial and industrial policy;
   - Corporate Governance Principles of the Company;
   - the review of and decision on any report submitted to the Board;
   - the Group's annual risk assessment.

3.5.2 Executive Board

The Board of Directors delegates to the CEO, with the authorisation to subdelegate, the power to manage the Company's and the Group's business, subject to law, the Articles of Association and the Regulations of the Board of Directors.

The CEO chairs the Executive Board and delegates to its members individually the powers necessary for carrying out their responsibilities, within the limits fixed in the Executive Board Regulations.

(1) For complete information please refer to the Board of Directors Regulations and Committee Charters on www.nestle.com/investors/corporategovernance.

3.6 Information and control instruments vis-à-vis the Executive Board

The Board of Directors is, on a regular basis, informed on material matters involving the Company's and the Group's business. The members of the Executive Board attend the Board of Directors meetings and report on significant projects and events. In addition, regular written reports are provided, including consolidated financial information, capital investment and strategy progress reports.

The Chairman and the CEO ensure the proper information flow between the Executive Board and the Board of Directors.

The Board of Directors receives regular and ad-hoc reports from the Board's Committees, the Chairman, the CEO, as well as from the Executive Board. The minutes of Committee meetings are made available to the full Board. The Board pays a visit to a major market every year, where it meets members of senior management.

Furthermore, the Audit Committee reviews the financial performance and assesses the effectiveness of the internal and external audit processes as well as the internal risk management organisation and processes.

Members of the Executive Board and other senior management attend the Audit Committee meetings, except for certain *in camera* sessions.

Additional information and control instruments include:

- The external auditors, KPMG (auditors of Nestlé S.A. and of the Consolidated Financial Statements of the Nestlé Group), who conduct their audit in compliance with Swiss law and in accordance with Swiss Auditing Standards and with International Standards on Auditing.
- The Nestlé Group and Market Audit function, the corporate internal auditors, which has a direct link to the Audit Committee. It comprises a unit of international auditors who travel worldwide, completing audit assignments.
- Group Risk Services, the corporate risk management unit, providing assistance to all corporate entities with regard to risk management, loss prevention, claims handling and insurance. A top-level risk assessment is performed once a year for all businesses. For more information, please refer to Note 24 of the Consolidated Financial Statements of the Nestlé Group 2013.
- Group Compliance and other risk and control-related functions provide additional guidance and oversight. Risk and compliance activities are regularly co-ordinated through the Group Compliance Committee to ensure a holistic, entity-wide approach. For more information, please refer to page 8 of the Annual Report 2013.

4. Executive Board
4.1 Members of the Executive Board

Name	Year of birth	Nationality	Education/Current function
Paul Bulcke	1954	Belgian	Economics and Business Administration CEO
Luis Cantarell	1952	Spanish	Economics EVP: Nestlé Nutrition, President and CEO Nestlé Health Science S.A.
José Lopez	1952	Spanish	Mechanical Engineering EVP: Operations, GLOBE
Laurent Freixe	1962	French	Business Administration EVP: Zone Europe
Chris Johnson	1961	American	Economics and Business Administration EVP: Zone Americas
Patrice Bula	1956	Swiss	Economics and Business Administration EVP: Strategic Business Units, Marketing, Sales and Nespresso
Doreswamy (Nandu) Nandkishore	1958	Indian	Electrical Engineering and Postgraduate in Management EVP: Zone Asia, Oceania and Africa
Wan Ling Martello	1958	American	Business Administration and Accountancy, Postgraduate in Management Information Systems EVP: CFO (includes Finance and Control, Legal, IP, Tax, Treasury, Global Nestlé Business Services)
Stefan Catsicas	1958	Swiss	Natural Sciences and Postgraduate in Neurosciences EVP: Chief Technology Officer: Innovation, Technology and R&D
Marco Settembri	1959	Italian	Business Administration EVP: Nestlé Waters
Peter Vogt	1955	Swiss	Economics and Finance & Accounting Deputy EVP: Human Resources
Martial Rolland	1963	French	International Management and Business Administration Deputy EVP: Nestlé Professional
David P. Frick	1965	Swiss	Law SVP: Corporate Governance, Compliance and Corporate Services

(EVP: Executive Vice President; SVP: Senior Vice President)
For complete information: please refer to individual CVs on www.nestle.com/investors/corporategovernance.

4.2 Professional background and other activities and functions

Paul Bulcke
Please refer to point 3.2 above.

Luis Cantarell

In 1976, Luis Cantarell joined Nestlé España S.A. and was appointed Head of Coffee Marketing in 1987 and later Head of the Nutrition Division of Nestlé Spain. In 1994, he transferred to Nestlé Headquarters, taking worldwide responsibility for Coffee Marketing within the Coffee & Beverages Strategic Business Unit. He returned to Spain in 1996 as Division Manager. From 1998 to 2001, he was Managing Director of Nestlé Portugal S.A., and in 2001 was nominated Senior Vice President in charge of the Group's Nutrition Strategic Business Division. In 2003, he was appointed Deputy Executive Vice President, before taking the position in November 2005 as Executive Vice President, Nestlé S.A., in charge of Zone Europe. From September 2008 to December 2010, Luis Cantarell was Executive Vice President of Nestlé S.A., responsible for Zone Americas. Luis Cantarell has been President and CEO of Nestlé Health Science S.A. since January 2011. In addition to his responsibilities in Nestlé Health Science S.A., Luis Cantarell assumes the position of Executive Vice President of Nestlé S.A. in charge of Nestlé Nutrition since December 2012.

As a representative of Nestlé, Luis Cantarell is a Board member of Accera, Inc., USA, a member of the Strategic Committee of Galderma Pharma S.A., Switzerland, and is Chairman of Nutrition Science Partners Ltd.

José Lopez

José Lopez joined Nestlé in 1979 as Engineering Trainee. From 1983 to 1995, he completed various technical assignments in Spain, USA, Japan and France. In 1995, he was appointed Technical Manager of the Oceania Region, becoming in 1997 the Operations Director responsible for Technical, Supply Chain and Exports. In 1999, José Lopez became Market Head responsible for the Malaysian/Singaporean Region; in 2003, he was appointed Market Head of Nestlé Japan. As Executive Vice President of Operations since 2007, José Lopez is responsible for Procurement, Manufacturing, Supply Chain, Quality Management, Health & Safety, Environment and Engineering. As of 2008, he has also been in charge of GLOBE (Global Business Excellence; IS/IT).

As a representative of Nestlé, José Lopez is a member of the Supervisory Board of Cereal Partners Worldwide, Switzerland.

Presently, José Lopez is member of the Management Board of GS1 (formerly EAN International) in Belgium and a member of the Advisory Board of the University of Cambridge's Programme for Sustainability Leadership (CPSL).

Laurent Freixe

Laurent Freixe joined Nestlé France in 1986 as a sales representative and got increasing responsibilities in the field of sales and marketing. In 1999, he became a member of the Management Committee and was nominated Head of the Nutrition Division. In 2003, Laurent Freixe became Market Head of Nestlé Hungary. In January 2007, he was appointed Market Head of the Iberian Region taking responsibility for Spain and Portugal. As of November 2008, Laurent Freixe has been serving as Executive Vice President in charge of Zone Europe.

As a representative of Nestlé, he is Chairman of Beverage Partners Worldwide S.A. in Switzerland as well as Board member of Lactalis Nestlé Produits Frais S.A.S. in France and member of the Supervisory Board of Cereal Partners Worldwide, Switzerland.

In addition, Laurent Freixe is a member of the Domestic and Foreign Investment Advisory Council of Ukraine, Vice Chairman of Association des Industries de Marque (AIM) in Belgium, member of the Board of FoodDrinkEurope and member of the Executive Board of ECR Europe in Belgium.

Chris Johnson

Chris Johnson started his career with Nestlé in 1983 as a marketing trainee at Carnation Inc. During his first eight years, he took on increasing responsibilities mainly in the commercial area at Nestlé USA and then, from 1991, in Japan. Senior Area Manager for the Asian region of Nestlé Waters in Paris from 1995, he was then transferred to Taiwan in 1998 as Market Head. From 2000, Chris Johnson led the worldwide development and implementation of GLOBE (Global Business Excellence; IS/IT), the Strategic Supply Chain as well as eNestlé. He was appointed Deputy Executive Vice

President in April 2001, and later moved back to Japan in 2007 as Market Head. As of January 2011, Chris Johnson has been serving as Executive Vice President in charge of Zone Americas.

As a representative of Nestlé, Chris Johnson is Co-Chairman of the Supervisory Board of Dairy Partners Americas and a member of the Supervisory Board of Cereal Partners Worldwide, Switzerland.

In addition, Chris Johnson is a Board member of the Swiss-Latin American Chamber of Commerce and Treasurer of the Swiss-American Chamber of Commerce.

Patrice Bula

Patrice Bula joined Nestlé in 1980 and was entrusted with various responsibilities in Marketing and Sales in Kenya, Japan and Taiwan before being promoted to Market Head for Taiwan in 1992, Market Head for Czech Republic in 1995, then Head for the South and Eastern Africa Region in 1997. In 2000 he was appointed Head of Chocolate, Confectionery and Biscuits Strategic Business Unit based at Nestlé's International Headquarters in Vevey. In October 2003, Patrice Bula was transferred as Market Head of Nestlé Germany and in August 2007 he took up the role as Market Head for the Greater China Region.

As of May 2010, Patrice Bula was appointed to the Executive Board of Nestlé S.A. as Executive Vice President with responsibility for the Strategic Business Units, Marketing and Sales, and Nespresso.

As a representative of Nestlé, Patrice Bula serves as Board member of Beverage Partners Worldwide S.A., Switzerland, and is a Board member of both Yinlu Food Group Companies and Hsu Fu Chi Group Companies, China.

Doreswamy (Nandu) Nandkishore

Nandu Nandkishore joined Nestlé as a mid-career hire in 1989 in India where, over the next seven years, he took on increasing responsibilities, mainly in marketing. His international career started in 1996 when he was transferred to Indonesia to run the Confectionery Business Unit.

In 2000, after a short period at Nestlé's International Headquarters in Vevey, Switzerland, he returned to Indonesia where he was promoted to Market Head of Indonesia in March 2003. In April 2005, Nandu Nandkishore became Market Head of Nestlé Philippines, which he ran until October 2009, when he returned to Nestlé's International Headquarters in Vevey, Switzerland, to take up the role of Global Business Head, Infant Nutrition at Nestlé Nutrition.

In 2010, Nandu Nandkishore was nominated to the Executive Board of Nestlé S.A. as Deputy Executive Vice President in charge of Nestlé Nutrition – including Infant Nutrition, Performance Nutrition and Weight Management. As of October 2011, the Board of Directors appointed Nandu Nandkishore Executive Vice President responsible for Asia, Oceania, Africa and Middle East.

As a representative of Nestlé, he is Chairman of the Supervisory Board of both P.T. Nestlé Indonesia and P.T. Nestlé Indofood Citarasa Indonesia and a Board member of Hsu Fu Chi International Holdings Ltd., China. In addition, Nandu Nandkishore is a Board member of Osem Investments Ltd., Israel, and a member of the Supervisory Board of Cereal Partners Worldwide S.A.

Wan Ling Martello

Wan Ling Martello joined Nestlé S.A. as Executive Vice President in November 2011 and is the Chief Financial Officer since 1 April 2012.

Wan Ling Martello came to Nestlé S.A. from Walmart Stores Inc., where she was EVP, Global eCommerce in 2010 and 2011. From 2005 to 2009 she was SVP, CFO & Strategy for Walmart International. Prior to Walmart, Wan Ling Martello built her career in the consumer packaged goods industry. She worked at Kraft in increasingly broader finance roles from 1985 to 1995. She was the Corporate Controller at Borden Foods during its turn-around years owned by KKR in 1995 until 1998. Wan Ling Martello was the CFO and then the President of the U.S. business of NCH, a former subsidiary of AC Nielsen, from 1998 to 2005.

Stefan Catsicas

Stefan Catsicas started his career at the pharmaceutical company Glaxo in Geneva, Switzerland, as Head of Neurobiology at the company's Institute of Molecular Biology. He continued his career in academia at the University of Lausanne as Professor and Chairman of the Cell Biology and Morphology Institute, and later as Vice President Research and Professor of Cellular Engineering at the Swiss Federal Institute of Technology (EPFL) in Lausanne, Switzerland.

In 2005 Stefan Catsicas co-founded a private group of biotechnology companies and he returned to academia in 2011 as Provost and Executive Vice President of the King Abdullah University of Science and Technology in Saudi Arabia.

Effective September 2013, Stefan Catsicas was appointed to the Executive Board of Nestlé S.A. as Executive Vice President, Chief Technology Officer, Head of Innovation, Technology, Research and Development.

Furthermore, Stefan Catsicas serves on the Board of Directors of "Fondation Latsis International", Geneva, Switzerland, as well as on the Board of Directors of "Fondation Solar Impulse", Lausanne, Switzerland.

Marco Settembri

Marco Settembri joined Nestlé S.A. with Nestlé Italiana in 1987 and was entrusted with various responsibilities, mainly in the PetCare area. He was appointed Managing Director of the Sanpellegrino water business in 2004 and largely contributed to the successful consolidation of the water activities in Italy and to the development of a strong export stream of the emblematic Italian brands. In 2006, he took over the position of Market Head in Italy in addition to his responsibility as Head of Nestlé Waters Italy. In 2007, Marco Settembri was appointed CEO of Nestlé Purina PetCare Europe.

Effective December 2013, Marco Settembri was appointed to the Executive Board of Nestlé S.A. as Executive Vice President, Head of Nestlé Waters of the Nestlé Group.

Peter Vogt

Peter Vogt joined Nestlé in 1980 as a trainee in marketing before being appointed in Japan as Product Specialist. He returned to the Swiss market in 1985. Starting 1987, Peter Vogt resumed his international career with a series of assignments in Asia, first as Manager Hong Kong, then as Marketing Division Manager in Malaysia in April 1990 and finally as Market Head Sri Lanka until the end of 1995. In 1996, he returned to Europe to take over the Swiss Frozen Food & Ice Cream business and became Market Head Nordic Region in 2000. Peter Vogt returned to Asia as Market Head Indonesia in 2005 and was nominated Market Head Malaysia and Singapore in 2009.

As of March 2013, Peter Vogt was appointed to the Executive Board of Nestlé S.A. as Deputy Executive Vice President, Human Resources and Centre Administration.

Martial Rolland

Martial Rolland joined Nestlé in 1988. He started his international career in 1989 in India, first in sales then in marketing.

He was then transferred to Thailand as Group Brand Manager and, in September 1995, to Pakistan as Commercial Manager, heading both marketing and sales functions. In 2000, he moved to Turkey to run Nestlé's dairy company, before taking over as Market Head. In 2004, Martial Rolland returned to India to take over the position of Market Head for South Asia Region (SAR). He became Market Head of France in 2010.

Effective May 2013, Martial Rolland was appointed to the Executive Board of Nestlé S.A. as Deputy Executive Vice President in charge of Nestlé Professional.

David P. Frick

David P. Frick began his career at the Meilen District Court in Zurich and as an assistant to the Banking Law Chair at Zurich University Law School.

From 1994, he was an attorney in the International Corporate and Litigation practice groups of Cravath, Swaine & Moore, the New York law firm.

In 1999, he became Group General Counsel and Managing Director of Credit Suisse Group, Zurich, where he was appointed a Member of the Executive Board and served as the company's Head of Legal and Compliance.

David P. Frick joined Nestlé S.A. in 2006 and serves as Senior Vice President, Corporate Governance, Compliance and Corporate Services.

He is a member of the Board of economiesuisse and chairs its Legal Commission. David P. Frick represents Nestlé at SwissHoldings and serves on the SIX Regulatory Board, ICC Switzerland and the Legal Committee for the Swiss-American Chamber of Commerce. He is a member of the Board of Allianz Suisse, Switzerland.

4.3 Management contracts
There are no management contracts with third parties at Nestlé.

5. Compensation, shareholdings and loans
Please refer to the Compensation Report 2013.

6. Shareholders' participation

6.1 Voting rights and representation restrictions

6.1.1/ All voting rights restrictions and rules /
6.1.2 Reasons for granting exceptions in the year under review

Only persons entered in the share register as shareholders with voting rights may exercise the voting rights or the other rights related thereto (art. 5 par. 2 of the Articles of Association).

No person may exercise, directly or indirectly, voting rights, with respect to own shares or shares represented by proxy, in excess of 5% of the share capital as recorded in the commercial register. Legal entities that are linked to one another through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent such a limit shall be counted as one shareholder (art. 11 par. 2 of the Articles of Association; see art. 11 par. 3 of the Articles of Association for exceptions to this voting restriction).

To permit the exercise of voting rights in respect of shares deposited with banks, in line with art. 11 par. 4 of the Articles of Association, the Board of Directors may grant and has granted exceptions to certain banks to vote shares deposited by their clients which in aggregate are in excess of 5% of the share capital.

In order to facilitate trading of the shares on the Stock Exchange, the Board of Directors has issued regulations and authorised certain nominees to exceed the 5% limit to be registered as nominees with voting rights.

6.1.3 Procedure and conditions for abolishing statutory voting rights restrictions

A resolution to amend the provisions of the Articles of Association relating to:

i) restrictions on the exercise of voting rights and the change or removal of such restrictions, or
ii) the limitation on registration or the limitation on voting rights and the change or removal of such limitations requires a majority of two thirds of the shares represented and the absolute majority of the nominal value represented at the General Meeting (art. 13 of the Articles of Association). See also art. 11 par. 4 of the Articles of Association.

6.1.4 Statutory rules on participation in the General Meeting of shareholders if they differ from applicable legal provisions

There are no restrictions to the legal regime provided by Swiss Law. Shareholders with voting rights may have their shares represented by the proxy of their choice.

6.2 Statutory quorums

Please refer to art. 13 of the Articles of Association.

6.3 Convocation of the General Meeting of shareholders

Nestlé S.A. statutory rules (art. 7 to 9 of the Articles of Association) do not differ from applicable legal provisions. An Extraordinary General Meeting requested by one or more shareholders whose combined holdings represent at least 10% of the share capital as recorded in the commercial register must be held as promptly as practicable following such request (art. 8 par. 2 of the Articles of Association).

6.4 Inclusion of item on the agenda

One or more shareholders with voting rights whose combined holdings represent at least 0.15% of the share capital as recorded in the commercial register may request that an item be included in the agenda of the General Meeting by making the request in writing to the Board of Directors at the latest 45 days before the meeting and specifying the agenda items and the proposals made (art. 9 par. 2 and 3 of the Articles of Association).

6.5 Inscriptions into the share register

The relevant date to determine the shareholders' right to participate in the General Meeting on the basis of the registrations appearing in the share register is set by the Board of Directors.

7. Change of control and defence measures

7.1 Duty to make an offer

Nestlé S.A. does not have a provision on opting out or opting up in the Articles of Association.

Thus, the provisions regarding the legally prescribed threshold of 33⅓% of the voting rights for making a public takeover offer set out in art. 32 of the Swiss Stock Exchange Act are applicable.

7.2 Clauses on change of control

There are no such agreements.

8. Auditors

8.1 Duration of the mandate and term of office of the lead auditor

KPMG Klynveld Peat Marwick Goerdeler SA were first appointed on 22 May 1993, and KPMG SA (replacing KPMG Klynveld Peat Marwick Goerdeler SA) were first appointed on 23 April 2009 as auditors of Nestlé S.A.

On 11 April 2013 KPMG SA (hereafter "KPMG") were appointed as auditors of Nestlé S.A. and of the Consolidated Financial Statements of the Nestlé Group for a term of office of one year.

The audit report is signed jointly by two KPMG partners on behalf of KPMG. Mr Scott Cormack replaced Mr Mark Ballaiche in his capacity as lead auditor for the year ending 31 December 2013 and signed the Financial Statements of Nestlé S.A. and the Consolidated Financial Statements of the Nestlé Group.

8.2 Auditing fees

The total of the auditing fees paid to the auditors for 2013 amounts to CHF 39 million, of which KPMG, in their capacity as Group auditors, received CHF 37 million.

8.3 Additional fees

Fees paid to the auditors for 2013 related to additional services amount to CHF 9 million, of which KPMG received CHF 1.8 million for tax services and CHF 1.1 million for other various non-audit services (mainly IS/IT advisory support).

8.4 Information instruments pertaining to the external audit

KPMG presents to the Audit Committee a detailed report on the conduct of the Financial Statements audit, the findings on significant financial accounting and reporting issues together with the findings on the internal control system as well as an overview of issues found during the interim audit.

In 2013, KPMG participated in all four Audit Committee meetings at the end of which they met with the Audit Committee without the Group's management being present.

Nestlé Group Audit (corporate internal auditors) met four times with the Audit Committee. In addition, the head of internal audit regularly met with the Chairman of the Audit Committee for interim updates.

The Audit Committee reviews annually the appropriateness of retaining KPMG as the auditor of the Nestlé Group and Nestlé S.A., prior to proposing to the Board and to the Annual General Meeting of Nestlé S.A. the election of KPMG as auditors. The Audit Committee assesses the effectiveness of the work of the auditors in accordance with Swiss law, based on their understanding of the Group's business, control, accounting and reporting issues, together with the way in which matters significant at Group level or in the statutory accounts are identified and resolved.

The Audit Committee is also informed on the work of KPMG through regular briefings of its Chairman. The lead auditor is rotated every seven years in accordance with Swiss law. Audit fees are ultimately approved by the Audit Committee.

The Group and KPMG have agreed on clear guidelines as to audit services which it is appropriate for KPMG to provide. These services include due diligence on mergers, acquisitions and disposals and tax and business risk assurance and IS/IT advisory support. These guidelines ensure KPMG's independence in their capacity as auditors to the Group. KPMG monitors its independence throughout the year and confirms its independence to the Audit Committee annually.

9. Information policy

Investor Relations – guiding principles

Nestlé is committed to managing an open and consistent communication policy with shareholders, potential investors and other interested parties. The objective is to ensure that the perception of those parties about the historical record, current performance and future prospects of Nestlé is in line with management's understanding of the actual situation at Nestlé. The guiding principles of this policy are that Nestlé gives equal treatment to shareholders in equal situations, that any price-sensitive information is published in a timely fashion and that the information is provided in a format that is as full, simple, transparent and consistent as possible.

Methodology

Nestlé produces each year a detailed Annual Report, which reviews the business. It also provides detailed audited Financial Statements for the year under review, prepared according to the International Financial Reporting Standards (IFRS). These are complemented by the Half-Yearly Report.

Nestlé publishes its full-year and half-year results, and its first-quarter and nine-months' sales figures; it also publishes press releases at the time of any potentially price-sensitive event, such as significant acquisitions and divestments, joint venture agreements and alliances. Major announcements, such as results of corporate activity, are accompanied by a presentation which is broadcast "live" on the Internet and which anyone can choose to access, whether or not that person is a shareholder.

Furthermore, Nestlé has an active investor relations programme, including both group meetings and one-to-one meetings. This includes the Annual General Meeting, as well as presentations at the time of its full-year and half-year results. The Group also has a programme of roadshows, which take place in most financial centres around the world, and hosts themed events for institutional investors and investment analysts at which members of line management give an overview of their particular areas of responsibility. These meetings focus either on recently announced financial results, recent corporate activity or the longer-term strategy of the Group; they are not an occasion for the disclosure of new information which might encourage an investment decision.

Specifically on governance topics, the Company engages into an active dialogue with investors through regular Chairman's roundtables, surveys and bilateral exchanges which are reported to the Chairman's and Corporate Governance Committee or the Board.

The Company utilises the World Wide Web (www.nestle.com) to ensure a rapid and equitable distribution of information. Nestlé does not just rely on people visiting the site to be updated on the latest developments within the Group: anyone can sign up on the site to be alerted automatically by Nestlé whenever there is a change to the Investor Relations Web site; also press releases are distributed to major wire and news services. There are links to non-financial information that may be of interest to investors, including areas such as the environment, sustainability, the Nestlé Corporate Business Principles and the Nestlé Human Resources Policy.
A Corporate calendar of relevant dates is displayed on page 200 of the Annual Report 2013 and available on the Corporate Web site (www.nestle.com).

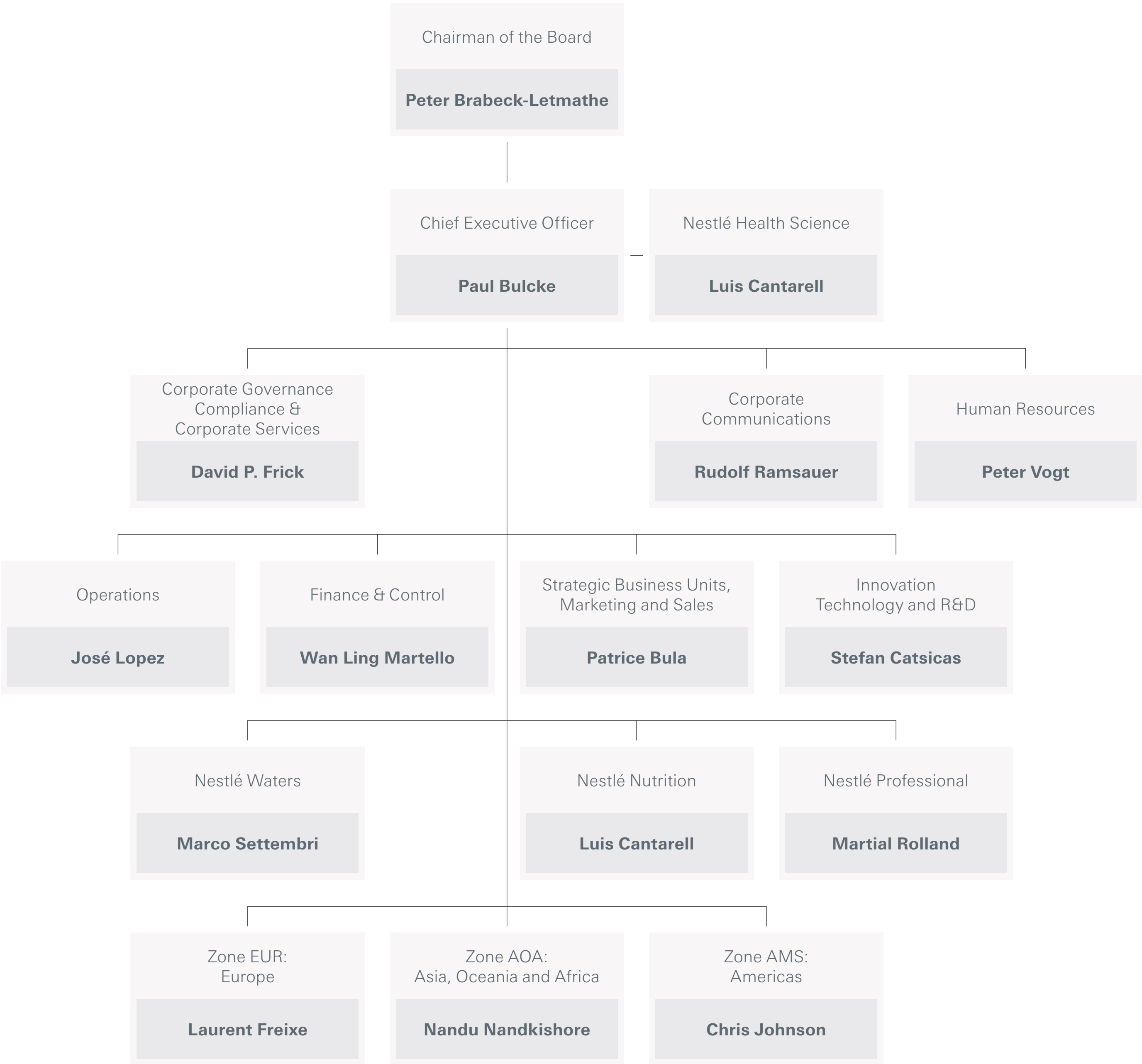
The Nestlé Investor Relations Department can be contacted, either through the Web site, or by telephone, fax, e-mail or letter.

Contact

Investor Relations
Nestlé S.A., Avenue Nestlé 55
CH-1800 Vevey (Switzerland)
Tel. +41 (0)21 924 35 09
Fax +41 (0)21 924 28 13
E-mail: ir@nestle.com

General Organisation of Nestlé S.A.
at 31 December 2013

Executive Board
Paul Bulcke
Luis Cantarell
José Lopez
Laurent Freixe
Chris Johnson
Patrice Bula
Nandu Nandkishore
Wan Ling Martello
Stefan Catsicas
Marco Settembri
Peter Vogt
Martial Rolland
David P. Frick



Compensation Report 2013

Introduction

The future success of Nestlé is dependent on its ability to attract, motivate and retain good people. Among the various programmes to support this ambition is a competitive remuneration policy. Nestlé believes in a performance culture as well as good corporate governance and corporate social responsibility.

Therefore, remuneration at Nestlé is based on the following principles:

– pay for performance to support the short-term and long-term objectives;
– compensation aligned with long-term Group strategy and shareholders' interests;
– coherence in our remuneration plans and levels throughout the Company;
– appropriate balance of fixed and variable remuneration depending on hierarchical level to ensure a direct participation in results achieved.

As in previous years, the Compensation Report shall be submitted to the advisory vote of the shareholders at the next Annual General Meeting.

Changes to the compensation system

The Compensation Committee has decided on the following material changes to our compensation system for 2014:

– The first Performance Criterion used in the Performance Share Unit Plan, i.e. the relative Total Shareholder Return of Nestlé against an index will be modified. The STOXX Europe 600 Food & Beverage Net Return Index will be replaced by the STOXX Global 1800 Food & Beverage Net Return Index. This change will result in a more balanced comparator group resulting from the inclusion of large non-European companies in the reference index. The second Performance Criterion, i.e. the growth of the underlying EPS in constant currencies remains unchanged.
– The Restricted Stock Unit Plan (RSUP) will be replaced by the Performance Share Unit Plan (PSUP). Consequently, all Long-Term Incentive Plans at Nestlé will have performance criteria.

Governance

The Board of Directors has the overall responsibility for defining the compensation principles used in the Group. It approves the compensation of the members of the Board, its Chairman, the CEO and the Executive Board as a whole. As from 2015, the total compensation of the Board and Executive Board will be approved by the shareholders.

As of 31 December, the governance for setting the compensation of the members of the Board of Directors and the Executive Board is defined as follows:

Compensation of	Recommended by	Approved by
Chairman of the Board, CEO and Executive Board as a whole	Compensation Committee	Board of Directors (a)
Non-executive members of the Board of Directors	Compensation Committee	Board of Directors (b)
Members of the Executive Board	CEO together with Chairman	Compensation Committee

(a) Chairman as well as CEO not voting on own compensation.
(b) Members not voting on own compensation to the extent that Committee fees are concerned.

Compensation Committee (CC)

The CC is governed by the Compensation Committee Charter. The Committee consists of the Chairperson who is an independent and non-executive member of the Board, one of the Vice Chairmen of the Board and two other non-executive members of the Board.

The members of the CC and its Chairperson were appointed by the Board of Directors for one year. As from 2014 all members of the Compensation Committee will be annually elected by shareholders. On 31 December 2013, the composition of the CC was as follows:

Chairman	Members
Daniel Borel	Andreas Koopmann
	Jean-Pierre Meyers
	Jean-Pierre Roth

Principles of compensation for the members of the Board of Directors

Principles

The remuneration of the members of the Board of Directors is set to attract and retain highly qualified individuals to serve on the Board of Directors. The level of remuneration reflects the time and effort required from the members in fulfilling their Board and Committee responsibilities. The pay structure (cash and blocked shares) is designed to ensure the Board's focus on the long-term success of the Company.

The principal benchmark used to define Board remuneration is a selection of large Swiss Market Index (SMI) companies, adjusted for the size of Nestlé. These figures are periodically reviewed against this benchmark.

Compensation 2013 for the members of the Board of Directors

Board membership fees and allowances

With the exception of the Chairman and the CEO, each member of the Board of Directors receives a Board membership fee of CHF 280 000 and an Expense Allowance of CHF 15 000. These figures have remained unchanged since 2006.

Members of a Board Committee receive the following additional fees:

	Chair	Members
Chairman's and Corporate Governance Committee [a]	–	CHF 200 000
Compensation Committee [b]	CHF 100 000	CHF 40 000
Nomination Committee	CHF 100 000	CHF 40 000
Audit Committee	CHF 150 000	CHF 100 000

(a) The Chairman and the CEO receive no Committee fee.
(b) The fees for Compensation Committee Members will be adjusted in 2014 to reflect increased complexity and responsibility under the new Swiss corporate law : CHF 150 000 for the Chair, and CHF 70 000 for the Members.

Committee membership on 31 December 2013

	Chairman's and Corporate Governance Committee	Compensation Committee	Nomination Committee	Audit Committee
Peter Brabeck-Letmathe	• (Chair)		•	
Paul Bulcke	•			
Andreas Koopmann	•	•	• (Chair)	
Rolf Hänggi	•			• (Chair)
Beat Hess	•			
Daniel Borel		• (Chair)		
Jean-Pierre Meyers		•		
Steven G. Hoch			•	
Naïna Lal Kidwai				•
Titia de Lange				
Jean-Pierre Roth		•		
Ann M. Veneman			•	
Henri de Castries				•
Eva Cheng				

The above fees and allowances cover the period between the Annual General Meeting 2013 and the Annual General Meeting 2014. Board membership and Committee fees are paid 50% in cash and 50% in Nestlé S.A. shares, which are subject to a three-year blocking period.

The number of Nestlé S.A. shares is determined by taking the closing price of the share on the SIX Swiss Exchange on the ex-dividend date of the respective financial year, discounted by 16.038% to account for the blocking period of three years. In 2013, the value was CHF 55.04.

Summary of compensation 2013

	Cash in CHF (a)	Number of shares	Discount value of shares in CHF (b)	Total remuneration
Peter Brabeck-Letmathe, Chairman (c)	1 600 000	97 636	5 373 885	6 973 885
Paul Bulcke, Chief Executive Officer (c)	–	–	–	–
Andreas Koopmann, 1st Vice Chairman	325 000	4 730	260 339	585 339
Rolf Hänggi, 2nd Vice Chairman	330 000	4 806	264 522	594 522
Beat Hess	255 000	3 662	201 556	456 556
Daniel Borel	205 000	2 899	159 561	364 561
Jean-Pierre Meyers	175 000	2 441	134 353	309 353
Steven G. Hoch	175 000	2 441	134 353	309 353
Naïna Lal Kidwai	205 000	2 899	159 561	364 561
Titia de Lange	155 000	2 136	117 565	272 565
Jean-Pierre Roth	175 000	2 441	134 353	309 353
Ann M. Veneman	175 000	2 441	134 353	309 353
Henri de Castries	205 000	2 899	159 561	364 561
Eva Cheng	155 000	2 136	117 565	272 565
Total for 2013	**4 135 000**	**133 567**	**7 351 527**	**11 486 527**
Total for 2012	4 185 000	158 654	7 393 277	11 578 277

(a) The cash amount includes the expense allowance of CHF 15 000. The Chairman receives no expense allowance.
(b) Nestlé S.A. shares received as part of Board membership and Committee fees are valued at the closing price of the share on the SIX Swiss Exchange on the ex-dividend date, discounted by 16.038% to account for the blocking period of three years.
(c) The Chairman and the Chief Executive Officer receive neither Board membership or Committee fees nor expense allowance.

In 2013, Ms Eva Cheng joined the Board as a new member. Mr André Kudelski retired from the Board during 2013.

Peter Brabeck-Letmathe, in his capacity as active Chairman, received a cash compensation as well as Nestlé S.A. shares, which are blocked for three years. This in particular reflects certain responsibilities for the direction and control of the Group including Nestlé Health Science S.A. and the direct leadership of Nestlé's interests in L'Oréal, Galderma and Laboratoires innéov. He also represents Nestlé at the Foundation Board of the World Economic Forum (WEF) and on behalf of Nestlé chairs the Water Resource Group 2030. He is a member of the European/Hong Kong Business Co-operation Committee (EU/HK BCC). The remuneration includes all compensation received in relation to these activities. His total compensation was:

	2013 Number	2013 Value in CHF	2012 Number	2012 Value in CHF
Cash compensation		1 600 000		1 600 000
Blocked shares (discounted value)	97 636	5 373 885	115 316	5 373 726
Total compensation		**6 973 885**		**6 973 726**

In view of the progressive transfer of responsibilities from the Chairman to the CEO, the Board of Directors has upon proposal by the Compensation Committee approved a reduction of 10% in the remuneration of the Chairman for 2014.

Shares and stock options ownership of the non-executive members of the Board of Directors and closely related parties on 31 December 2013

	Number of shares held [a]	Number of options held [b]
Peter Brabeck-Letmathe, Chairman	2 795 465	1 707 600
Andreas Koopmann, 1st Vice Chairman	83 289	–
Rolf Hänggi, 2nd Vice Chairman	82 922	–
Beat Hess	23 803	–
Daniel Borel	231 749	–
Jean-Pierre Meyers	1 430 898	–
Steven G. Hoch	219 018	–
Naïna Lal Kidwai	18 849	–
Titia de Lange	10 073	–
Jean-Pierre Roth	9 738	–
Ann M. Veneman	8 006	–
Henri de Castries	6 323	–
Eva Cheng	2 136	–
Total as at 31 December 2013	**4 922 269**	**1 707 600**
Total as at 31 December 2012	4 723 350	2 167 600

(a) Including blocked shares.
(b) The ratio is one option for one Nestlé S.A. share.

Loans
There are no loans to members of the Board of Directors.

Additional fees and remuneration of the Board of Directors
There are no additional fees or remuneration paid by Nestlé S.A. or any of its Group companies, directly or indirectly, to members of the governing body or closely related parties, except for CHF 35 000 paid to Ms T. de Lange who serves as a member of the Nestlé Nutrition Council (NNC) and CHF 25 321 paid to Ms A. M. Veneman who serves as a member of the CSV Council.

Principles of compensation for members of the Executive Board

Principles

The principles of compensation for members of the Executive Board are the following:

Pay for performance

The Total Direct Compensation for the members of the Executive Board includes a fixed portion (Annual Base Salary) and a variable portion (Short-Term Bonus and Long-Term Incentives). The fixed as well as the variable compensation is determined in line with collective and individual performance. Nestlé targets its remuneration to be between the median and the 75th percentile of the benchmark (please refer to page 43). Whenever appropriate, the benchmark values are adjusted for the size of Nestlé.

Alignment with long-term company strategy and shareholder interests

Compensation for members of the Executive Board is aligned with company strategy and shareholders' interests. The Short-Term Bonus payout is determined by the degree of achievement of a number of annual operating objectives. Long-Term Incentives are provided in the form of share-based instruments, therefore ensuring alignment with shareholders' interests. In 2013, Long-Term Incentive instruments included Performance Share Units (PSUs) and Restricted Stock Units (RSUs). These Long-Term Incentive instruments have a restriction (vesting) period of three years.

Compensation to be internationally competitive by using selected benchmarks

The compensation packages for the members of the Executive Board need to be competitive in a dynamic international environment.

Elements of Executive Board compensation

Periodically, the Compensation Committee uses the services of Towers Watson, a reputed international compensation consultancy, to provide a detailed market comparison. The results of a recent study confirmed that Total Direct Compensation is broadly in line with the market median, adjusted for the size of Nestlé.

The total compensation package consists of the following elements:

1. Base Salary

The Base Salary is the foundation of the total compensation. It also serves as the basis for determining the Short-Term Bonus target levels, and the allocation of Long-Term Incentives. The Base Salary is reviewed annually by the Compensation Committee. Criteria for adjustments are the individual contribution and the level of competitivity against the benchmarks.

2. Short-Term Bonus

The Short-Term Bonus (Annual Bonus) is based on a bonus target expressed in % of the Annual Base Salary.
In 2013, the following target levels were applicable
– CEO: 150%;
– Executive Vice President: 100%;
– Deputy Executive Vice President: 80%.

For the CEO, 100% of the target is linked to Nestlé Group performance. For the other members of the Executive Board, 30% of the target is linked to the Nestlé Group performance and 70% is linked to individual performance (quantitative and qualitative objectives) as well as other relevant business or functional performance. In case an executive reaches all objectives in full, the bonus payout will correspond to the targeted level. If one or more objectives are not reached, the bonus is reduced. The bonus payout is capped at a maximum of 130% of the target. There is no guarantee for the payout of a minimum bonus.

On proposal by the Chairman and the CEO and as approved by the Compensation Committee, the objectives are set at the beginning of each year, in line with the Company's strategy. The Nestlé Group performance is determined by measurable operational objectives, most importantly organic growth, real internal growth, operating profit, as well as market share and working capital efficiency. Additional objectives used to evaluate Nestlé Group performance are related to the Nestlé strategic roadmap. Individual objectives are determined by the CEO for each member of the Executive Board. They are related to the individual area of responsibility and can be of financial or non-financial nature.

For competitive reasons Nestlé does not further specify the details of its objectives.

Members of the Executive Board can elect to receive part or all of their Short-Term Bonus in Nestlé S.A. shares. The CEO has to take a minimum of 50% in shares.

3. Long-Term Incentives

In 2013, members of Nestlé's Executive Board were eligible to receive Long-Term Incentives in the form of Performance Share Units under the Performance Share Unit Plan (PSUP). The target grant value for Long-Term Incentives in 2013 was 150% of the Annual Base Salary for the CEO and 100% of the Annual Base Salary for the other members of the Executive Board. The fair value of Long-Term Incentives at grant is determined by using generally accepted pricing models. Please refer to Note 11 of the Consolidated Financial Statements of the Nestlé Group 2013.

Starting in 2013, no more options under the Management Stock Option Plan (MSOP) are granted anymore.

The **Performance Share Unit Plan (PSUP)** provides units which entitle participants to receive freely disposable Nestlé S.A. shares at the end of the three-year restriction period.

The level at which PSUs' vest is determined by the degree by which the two performance measures of the PSUP are met. These two criteria are:

- the relative Total Shareholder Return of the Nestlé S.A. share in relation to the STOXX Europe 600 Food & Beverage Net Return Index (as from 2014 the STOXX Global 1800 Food & Beverage Net Return Index);
- the growth of the underlying Earnings per Share in constant currencies.

Each of the two measures will have equal weighting in determining the vesting level of the initial PSU award.

The vesting range of the PSU starts at 0% and is capped at 200% of the initial PSU award, thus providing alignment with strategy and shareholders' interests.

The **Restricted Stock Unit Plan (RSUP)** provides units to a larger group of management which entitle participants to receive freely disposable Nestlé S.A. shares at the end of the three-year restriction period on a one-for-one ratio.

Overview of Executive Board compensation elements

CEO

Base salary 100%	**Short-Term Bonus (*) 150% (at target)**	**Long-Term Incentives (PSUP) 150%**

(*) payable between 50% and 100% in Nestlé S.A. shares with a three-year blocking period

Executive Vice Presidents

Base salary 100%	**Short-Term Bonus (*) 100% (at target)**	**Long-Term Incentives (PSUP) 100%**

(*) payable between 0% and 100% in Nestlé S.A. shares with a three-year blocking period

Maximum payout:

- Short-Term Bonus: capped at 130% of the target;
- PSUP: vesting range from 0% to 200% of the initial PSU award.

4. Other benefits

The Company limits other benefits to a minimum. Typical elements are a car allowance (there are no Company cars provided to the members of the Executive Board), a contribution towards health insurance premiums (below CHF 4 000 per annum) as well as long-term service awards related to the 25 and 40 years of service to the Company, in line with Company policy, as offered to other employees. Those Executive Board members who have been transferred to Switzerland from other Nestlé locations can receive benefits in line with the Nestlé Corporate Expatriation Policy.

5. Pension benefits

Executive Board members domiciled in Switzerland are affiliated to the Nestlé Pension Plan in Switzerland like all other employees. The Plan was changed from a defined contribution plan with a retirement pension objective to a pure defined contribution plan during 2013. Beneficiaries of the Plan born in 1958 or before maintain their membership in the former plan.

Pensionable earnings include the Annual Base Salary, but not the variable compensation (Short-Term Bonus or Long-Term Incentives). Any part of the Annual Base Salary which exceeds the ceiling prescribed by Swiss Pension Law is covered directly by the Company.

Benchmarks of Executive Board compensation

The Compensation Committee has decided to use the following benchmarks:
- STOXX Europe 50 index (without financial industry companies): this is the primary benchmark and includes the largest European companies;
- European Fast Moving Consumer Goods companies: this is a secondary benchmark and includes large and medium sized European companies which are operating in the same industry sector as Nestlé;
- Large Swiss Market Index (SMI) companies: as another secondary benchmark this index includes industrial companies which are headquartered in Switzerland and reflects Swiss remuneration practices.

Share ownership policy

The Company encourages share ownership by the members of the Executive Board to ensure alignment with shareholder interests over time.

Loans

The Company does not, as a rule, grant loans, except that it may provide advances free of interest and generally repayable over a three-year period to members of the Executive Board who have been transferred to Switzerland from other Nestlé locations in line with the Nestlé Corporate Expatriation Policy.

Contracts of employment and severance payments

As of 31 December 2013, members of the Executive Board are subject to a notice period of six months. During this time, unless there was termination for cause, entitlement to the Annual Base Salary and pro-rated Short-Term Bonus continues. Long-Term Incentives forfeit upon voluntary resignation or termination for cause (except vested Stock Options remain exercisable for a period of thirty days upon termination for cause); Long-Term Incentives (except Stock Options) immediately vest in all other cases of termination of employment. There are no severance payments or change of control provisions ("golden parachutes").

Benchmarks

See above elements of compensation for members of the Executive Board.

Compensation 2013 for members of the Executive Board

The total compensation paid to members of the Executive Board in 2013 was CHF 43 073 611.

Compensation for members of the Executive Board in CHF

	2013	2012
Annual Base Salary	13 989 169	13 628 333
Short-Term Bonus (cash)	5 359 108	6 096 448
Short-Term Bonus (discounted value of Nestlé S.A. share)	7 741 163	8 364 277
Stock Options (fair value at grant)	–	6 797 288
Performance Share Units (fair value at grant)	14 166 361	6 683 303
Restricted Stock Units (fair value at grant)	277 083	270 593
Other benefits	1 540 727	2 042 432
Total	**43 073 611**	**43 882 674**
% Fixed/Variable	36.1 – 63.9	35.7 – 64.3

The Company also made contributions of CHF 4 563 809 towards future pension benefits of the Executive Board members in line with Nestlé's Pension Benefit Policy described above (2012: CHF 5 429 717).

The above compensation table includes the following:

	2013	2012
Number of Nestlé S.A. shares granted	137 279	156 254
Number of Stock Options granted under the MSOP	–	1 497 200
Number of Performance Share Units granted under the PSUP	219 838	122 360
Number of Restricted Stock Units granted under the RSUP	4 730	5 450

Explanations

– On 31 December 2013, the Executive Board consisted of 13 members.
– Mr Marc Caira retired on 1 May 2013.
– Mr Jean-Marc Duvoisin left the Executive Board on 1 March 2013.
– Mr Werner Bauer retired on 1 September 2013.
– Mr John J. Harris retired on 1 December 2013.
– Mr Peter R. Vogt was appointed member of the Executive Board on 1 March 2013.
– Mr Martial Rolland was appointed member of the Executive Board on 1 May 2013.
– Mr Stefan Catsicas was appointed member of the Executive Board on 1 July 2013.
– Mr Marco Settembri was appointed member of the Executive Board on 1 December 2013.
– Other benefits include car allowance, contribution towards health insurance premiums, long-term service awards and expatriate benefits.
– Nestlé S.A. shares received as part of the Short-Term Bonus are valued at the average closing price of the last ten trading days of January 2014, discounted by 16.038% to account for the three-year blocking period.
– Performance Share Units granted in 2013 are disclosed at fair value at grant, which corresponds to CHF 64.44.
– Restricted Stock Units granted in 2013 are disclosed at fair value at grant, which correspond to CHF 58.58.
– The valuation of equity compensation plans mentioned in this report differs in some respect from compensation disclosures in Note 12 of the Consolidated Financial Statements of the Nestlé Group 2013, which have been prepared in accordance with International Financial Reporting Standards (IFRS).
– Please also refer to Note 21.1 of the Consolidated Financial Statements of the Nestlé Group 2013.

Compensation for former members of the Executive Board

No compensation was paid in 2013 to former members of the Executive Board.

Highest total compensation for a member of the Executive Board

In 2013, the highest total compensation for a member of the Executive Board was conferred to Paul Bulcke, the CEO.

	Number	2013 Value in CHF	Number	2012 Value in CHF
Annual Base Salary		2 500 000		2 375 000
Short-Term Bonus (cash)		–		223 035
Short-Term Bonus (discounted value of Nestlé S.A. share)	53 045	2 991 208	66 472	3 558 246
Stock Options (fair value at grant)	–	–	420 000	1 906 800
Performance Share Units (fair value at grant)	58 600	3 776 184	34 300	1 873 466
Other benefits		28 884		28 884
Total		**9 296 276**		**9 965 431**
% Fixed/Variable		27.2 – 72.8		24.1 – 75.9

The Company also made a contribution in 2013 of CHF 2 092 312 towards future pension benefits in line with Nestlé's Pension Benefit Policy described above (2012: CHF 1 962 676), as a consequence of having adjusted his base salary and decreased his variable compensation.

Explanations

- Other benefits include a car allowance and a contribution towards health insurance premiums.
- Nestlé S.A. shares received as part of the Short-Term Bonus are valued at the average closing price of the last ten trading days of January 2014, discounted by 16.038% to account for the three-year blocking period.
- Performance Share Units granted in 2013 are disclosed at fair value at grant, which corresponds to CHF 64.44.
- Please also refer to Note 21.1 of the Consolidated Financial Statements of the Nestlé Group 2013.

Shares and stock options held by members of the Executive Board

Total number of management stock options held on 31 December 2013 by members of the Executive Board

Grant date	Vesting date	Expiry date	Exercise price in CHF	Stock options outstanding
01.03.2012	01.03.2015	28.02.2019	55.57	1 220 570
03.03.2011	03.03.2014	02.03.2018	52.58	873 230
05.03.2010	05.03.2013	04.03.2017	53.29	384 250
01.02.2009	01.02.2012	31.01.2016	40.53	502 500
01.02.2008	01.02.2011	31.01.2015	47.38	185 000
Total				**3 165 550**

Shares and stock options ownership of the members of the Executive Board and closely related parties on 31 December 2013

	Number of shares held (a)	Number of options held (b)
Paul Bulcke, Chief Executive Officer	538 500	1 677 000
Luis Cantarell	105 535	436 250
José Lopez	73 721	215 600
Laurent Freixe	46 132	194 300
Chris Johnson	18 093	185 400
Patrice Bula	63 217	165 700
Doreswamy (Nandu) Nandkishore	79 994	170 200
Wan Ling Martello	22 360	121 100
Stefan Catsicas	–	–
Marco Settembri	10 110	–
Peter R. Vogt	28 075	–
Martial Rolland	15 590	–
David P. Frick	41 699	–
Total as at 31 December 2013	**1 043 026**	**3 165 550**
Total as at 31 December 2012	1 106 156	4 714 800

(a) Including shares subject to a three-year blocking period.
(b) The ratio is one option for one Nestlé S.A. share.

Loans to members of the Executive Board

On 31 December 2013, there were no loans outstanding to any member of the Executive Board.

Additional fees and remuneration of the Executive Board

One member of the Executive Board, in his role of President and CEO of Nestlé Health Science S.A., also participated in 2013 in the Nestlé Health Science Long-Term Incentive Plan, a Phantom Share Unit plan based on the long-term development of that company. He was attributed 11 000 Units in 2013, with a fair value at grant of CHF 89.31 per Unit (vesting period of three years; value capped at two times the Unit price at grant).

Articles of Association of Nestlé S.A.

Amended by the Annual General Meeting of 19 April 2012

Articles of Association of Nestlé S.A.

Translation*

I. General

Article 1

Corporate name; Registered offices; Duration

1 Nestlé S.A. (Nestlé AG) (Nestlé Ltd.) (hereinafter "Nestlé") is a company limited by shares incorporated and organised in accordance with the Swiss Code of Obligations.
2 The registered offices of Nestlé are in Cham and Vevey, Switzerland.
3 The duration of Nestlé is unlimited.

Article 2

Purpose

1 The purpose of Nestlé is to participate in industrial, service, commercial and financial enterprises in Switzerland and abroad, in particular in the food, nutrition, health, wellness and related industries.
2 Nestlé may itself establish such undertakings or participate in, finance and promote the development of undertakings already in existence.
3 Nestlé may enter into any transaction which the business purpose may entail. Nestlé shall, in pursuing its business purpose, aim for long-term, sustainable value creation.

II. Share Capital

Article 3

Share capital

The share capital of Nestlé is CHF 322 480 000 (three hundred and twenty-two million four hundred and eighty thousand Swiss francs) divided into 3 224 800 000 fully paid up registered shares with a nominal value of CHF 0.10 each.

Article 3^{bis}

Conditional share capital

1 The share capital of Nestlé may be increased in an amount not to exceed CHF 10 000 000 (ten million Swiss francs) by issuing up to 100 000 000 registered shares with a nominal value of CHF 0.10 each, which shall be fully paid up, through the exercise of conversion rights and/or option rights granted in connection with the issuance by Nestlé or one of its subsidiaries of newly or already issued convertible debentures, debentures with option rights or other financial market instruments.
2 The shareholders have no preferential rights to subscribe for these new shares. The current owners of conversion rights and/or option rights shall be entitled to subscribe for the new shares.
3 The new shares shall be subject, as soon as they are issued following the exercise of conversion and/or option rights, to the restrictions set forth in art. 5.
4 The Board of Directors may limit or withdraw the right of the shareholders to subscribe in priority to convertible debentures, debentures with option rights or similar financial market instruments when they are issued, if:
a) an issue by firm underwriting by a consortium with subsequent offering to the public without preferential subscription rights seems to be the most appropriate form of issue at the time, particularly in terms of the conditions for issue; or
b) the financial market instruments with conversion or option rights are issued in connection with the financing or refinancing of the acquisition of an enterprise or parts of an enterprise or participations or new investments.
5 Any financial market instruments with conversion or option rights which the Board of Directors decides not to offer directly or indirectly for prior subscription to the shareholders shall be subject to the following conditions:
a) Conversion rights may be exercised only for up to 15 years, and option rights only during 7 years from the date of issue of the relevant financial market instruments.
b) The new shares shall be issued according to the applicable conversion or option conditions. The respective financial instruments must be issued at the relevant market conditions.
c) The issue of new shares upon exercise of option or conversion rights shall be made at conditions taking into account the market price of the shares and/or comparable instruments with a market price at the time of issuance of the relevant convertible debenture, debenture with option rights or similar financial market instrument.

** This is an unofficial translation. In case of doubt or differences of interpretation, the official French and German versions of the Articles of Association shall prevail over the English text.*

Article 4
Share certificates; Intermediated securities

1 Nestlé may issue its registered shares in the form of single certificates, global certificates or uncertificated securities. Under the conditions set forth by statutory law, Nestlé may convert its registered shares from one form into another form at any time and without the approval of the shareholders. Nestlé shall bear the cost of any such conversion.
2 If registered shares are issued in the form of single certificates or global certificates, they shall be signed by two members of the Board of Directors. Both signatures may be affixed in facsimile.
3 The shareholder has no right to demand a conversion of the form of the registered shares. Each shareholder may, however, at any time request a written confirmation from Nestlé of the registered shares held by such shareholder, as reflected in the share register.
4 Intermediated securities based on registered shares of Nestlé cannot be transferred by way of assignment. A security interest in any such intermediated securities cannot be granted by way of assignment.

Article 5
Share register

1 Nestlé shall maintain a share register showing the name and address of the holders or usufructuaries. Any change of address must be reported to Nestlé.
2 Only persons entered in the share register as shareholders with voting rights may exercise the voting rights or the other rights related thereto.
3 After the acquisition of shares, upon request of the shareholder to be recognised as such, any acquiring party shall be considered as a shareholder without voting rights, until it is recognised by Nestlé as a shareholder with voting rights. If Nestlé does not refuse the request to recognise the acquiring party within twenty days, the latter shall be deemed to be a shareholder with voting rights.
4 An acquirer of shares shall be recorded in the share register as a shareholder with voting rights provided he expressly declares to have acquired the shares in his own name and for his own account.
5 No person or entity shall be registered with voting rights for more than 5% of the share capital as recorded in the commercial register. This limitation on registration also applies to persons who hold some or all of their shares through nominees pursuant to this article. All of the foregoing does not apply in the case of the acquisition of an enterprise, or parts of an enterprise or participations through exchange of shares or in the cases provided in art. 685d par. 3 of the Swiss Code of Obligations.
6 The Board of Directors shall promulgate regulations relating to the registration of fiduciaries or nominees to ensure compliance with these Articles of Association.
7 Legal entities that are linked to one another through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent the regulations concerning the limitation on registration or the nominees, shall be counted as one person or nominee within the meaning of paragraphs 4 and 5 of this article.
8 After hearing the registered shareholder or nominee, the Board of Directors may cancel, with retroactive effect as of the date of registration, the registration of such shareholder or nominee if the registration was effected based on false information. The respective shareholder or nominee shall be informed immediately of the cancellation of the registration.
9 The Board of Directors shall specify the details and promulgate the necessary regulations concerning the application of this art. 5. Such regulations shall specify the cases in which the Board or a corporate body designated by the Board may allow exemptions from the limitation on registration or the regulation concerning nominees.
10 The limitation on registration provided for in this article shall also apply to shares acquired or subscribed by the exercise of subscription, option or conversion rights.

III. Organisation of Nestlé

A. General Meeting

Article 6
Powers of the General Meeting

1 The General Meeting of shareholders is the supreme authority of Nestlé.
2 The following powers shall be vested in the General Meeting:
a) to adopt and amend the Articles of Association;
b) to elect and remove the members of the Board of Directors and the Auditors of Nestlé;
c) to approve the annual report and the consolidated financial statements;
d) to approve the annual financial statements as well as the resolution on the use of the balance sheet profit, in particular, the declaration of dividends;
e) to grant release to the members of the Board of Directors and the persons entrusted with management; and

f) to take all decisions which by law or under these Articles of Association are within the powers of the General Meeting.

Article 7
Annual General Meeting
The Annual General Meeting shall be held each year within six months of the close of the financial year of Nestlé. The meeting shall be convened by the Board of Directors.

Article 8
Extraordinary General Meeting
1 Extraordinary General Meetings shall be convened by the Board of Directors or, if necessary, by the Auditors, as well as in the other cases foreseen by law.
2 The Board of Directors shall, if so requested by a General Meeting or at the request in writing, specifying the items and proposals to appear on the agenda, of one or more shareholders with voting rights whose combined holdings represent at least one tenth of the share capital as recorded in the commercial register, convene an Extraordinary General Meeting. The Extraordinary General Meeting shall be held as promptly as practicable following such request.

Article 9
Notice of General Meetings; Agenda
1 Annual or Extraordinary General Meetings shall be convened by notice in the "Swiss Official Gazette of Commerce" not less than twenty days before the date fixed for the meeting. Shareholders may in addition be informed by ordinary mail.
2 The notice of a meeting shall state the items on the agenda and the proposals of the Board of Directors and of the shareholders who requested that a General Meeting be convened (art. 8 par. 2) or that items be included in the agenda (art. 9 par. 3).
3 One or more shareholders with voting rights whose combined holdings represent at least 0.15% of the share capital of Nestlé as recorded in the commercial register may request that an item be included in the agenda of a General Meeting. Such a request must be made in writing to the Board of Directors at the latest 45 days before the meeting and shall specify the agenda items and the proposals made.
4 No resolution shall be passed at a General Meeting on matters which do not appear on the agenda except for:
a) a resolution convening an Extraordinary General Meeting; or
b) the setting up of a special audit.

Article 10
Presiding officer; Minutes
1 The Chairman or any member of the Board of Directors shall preside at General Meetings and carry all procedural powers.
2 Minutes of General Meetings shall be kept by the Secretary of the Board of Directors.

Article 11
Voting rights; Proxies
1 Each share recorded in the share register as share with voting rights confers one vote on its holder.
2 At General Meetings no person may exercise, directly or indirectly, voting rights, with respect to own shares or shares represented by proxy, in excess of 5% of the share capital as recorded in the commercial register. Legal entities that are linked to one another through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent such a limit, shall be counted as one shareholder.
3 The foregoing limit does not apply to shares received and held by a shareholder pursuant to an acquisition of an enterprise, or parts of an enterprise or participations as referred in art. 5 par. 5.
4 In order to permit the exercise of voting rights in respect of shares deposited with banks, the Board of Directors may by means of regulations or agreements with banks depart from the limit foreseen in this article.
It may also depart from such a limit within the framework of the regulations referred to in art. 5 par. 6 and par. 9.
In addition, this limit shall not apply to the exercise of voting rights pursuant to the statutory rules on institutional shareholder representatives.

Article 12
Quorum and decisions
1 General Meetings shall be duly constituted irrespective of the number of shareholders present or of shares represented.
2 Unless provided otherwise by law or the Articles of Association, shareholders' resolutions and elections shall be decided by an absolute majority of the shares represented.
3 Votes shall be taken either on a show of hands or by electronic voting unless a vote by written ballot is ordered by the Presiding officer of the meeting. The Presiding officer may at any time order to repeat an election or resolution, if he doubts the results of the vote.

In this case, the preceding election or resolution is deemed not having taken place.

4 If the first ballot fails to result in an election and more than one candidate is standing for election, the Presiding officer shall order a second ballot, in which a relative majority shall be decisive.

Article 13
Special quorum
The approval of at least two thirds of the shares represented and the absolute majority of the nominal value represented at a General Meeting shall be required for resolutions with respect to:

a) a modification of the purpose of Nestlé;
b) the creation of shares with increased voting powers;
c) restrictions on the transfer of registered shares and the change or removal of such restrictions;
d) an authorised or conditional increase in share capital;
e) an increase in share capital through the conversion of capital surplus, through a contribution in kind or for the purpose of an acquisition of assets, or a grant of special benefits upon a capital increase;
f) the restriction or withdrawal of the right to subscribe;
g) a change of the registered offices of Nestlé;
h) the dissolution of Nestlé;
i) restrictions on the exercise of voting rights and the change or removal of such restrictions;
j) the limitation on registration (art. 5 par. 4 to 7) and the limitation on voting rights (art. 11 par. 2, 3 and 4) and the change or removal of such limitations;
k) the change of the corporate name of Nestlé; and
l) other matters as provided by statutory law.

B. Board of Directors
Article 14
Number of Directors
The Board of Directors shall consist of at least seven members.

Article 15
Term of office

1 The members of the Board of Directors shall be elected for a term of office of three years by the General Meeting. Each year the Board shall be renewed by rotation, to the extent possible in equal numbers and in such manner that, after a period of three years, all members will have been subject to re-election. Directors shall be elected individually.
2 In the event of an increase or a decrease in the number of Directors, the Board of Directors shall establish a new order of rotation. It follows that the term of office of some members may be less than three years.
3 Members of the Board of Directors whose term of office has expired shall be immediately eligible for re-election.
4 A year shall mean the period running between one Annual General Meeting and the next.

Article 16
Organisation of the Board; Remuneration

1 The Board of Directors shall elect its Chairman and one or two Vice-Chairmen. It shall appoint a Secretary and his substitutes, neither of whom need be members of the Board of Directors.
2 The Board of Directors shall define in the Board regulations pursuant to art. 19 par. 2 its organisation and the assignment of responsibilities.
3 The members of the Board of Directors are entitled to a directors' fee for their activities the amount of which is fixed by the Board of Directors.

Article 17
Powers of the Board in general
The Board of Directors shall conduct all the business of Nestlé to the extent that it is not within the powers of the General Meeting or not delegated pursuant to the Board regulations as set forth in art. 19 par. 2.

Article 18
Specific powers of the Board
The Board of Directors has the following non-transferable and inalienable duties:

a) the ultimate direction of the business of Nestlé, in particular the conduct, management and supervision of the business of Nestlé, and the provision of necessary directions;
b) the determination of the organisation in the Board regulations pursuant to art. 19 par. 2;
c) the determination of accounting and financial control principles;
d) the appointment and removal of the persons entrusted with the management and the granting of signatory powers to persons representing Nestlé;
e) the ultimate supervision of the persons entrusted with the management of Nestlé, ensuring in particular their compliance with the law, the Articles of Association, regulations and instructions given;
f) the preparation of the business report in accordance with the provisions of the law;
g) the preparation of General Meetings and the carrying out of its resolutions;

h) the determination of the manner in which the dividend shall be paid;
i) the opening and closing of branch offices; and
j) the notification of the court in case of overindebtedness.

Article 19
Delegation of powers
1 The Board of Directors may appoint from amongst its members standing or ad hoc committees entrusted with the preparation and execution of its decisions or the supervision of specific parts of the business. The Board of Directors shall ensure that it is kept properly informed.
2 Unless otherwise provided by law, the Board of Directors may in accordance with the Board regulations delegate all or part of the management to one or more of its members, to one or more board committees, or to third parties.

C. Auditors
Article 20
Number of Auditors; Term of office
The General Meeting shall appoint, for a term of one year, one or more Auditors of the annual financial statements of Nestlé and the consolidated financial statements of the Group, which shall be independent from Nestlé and meet the special professional standards required by law. The Auditors of Nestlé may be re-elected.

Article 21
Rights and duties of Auditors
The Auditors shall verify the annual financial statements of Nestlé and the consolidated financial statements of the Group. The Auditors shall submit their reports to the General Meeting. Their rights and duties shall be as set out in the Swiss Code of Obligations.

IV. Business report and appropriation of profit resulting from the balance sheet

Article 22
Financial year
The financial year shall commence on 1 January and shall end on 31 December.

Article 23
Business report
For every financial year the Board of Directors shall prepare a business report consisting of the annual financial statements of Nestlé, of the annual report and the consolidated financial statements.

Article 24
Appropriation of profit resulting from the balance sheet
The profit shall be allocated by the General Meeting within the limits set by applicable law. The Board of Directors shall submit its proposals to the General Meeting.

V. Announcements, Communications

Article 25
Notices
All notices and communications to be made by Nestlé shall be considered duly made if published in the "Swiss Official Gazette of Commerce", unless the law provides otherwise.

Articles of Association amended by the Annual General Meeting of 19 April 2012

Financial review

Nestlé in 2013 – some highlights

Nestlé Nutrition

+8.2%

organic growth;

Wyeth Nutrition successfully integrated

PetCare

+6.8%

organic growth;

double-digit growth in emerging markets

Nescafé Dolce Gusto

Present in

73 countries

new machines, new flavours

KitKat

No1 chocolate brand in Japan, roll-out continues in Brazil

+8.9%

organic growth

Western Europe
North America

both regions

grew real internal growth in challenging environments

Africa

recorded

double-digit

organic growth

Nestlé Pure Life

double-digit

growth in emerging markets

India

Maggi

2-minute noodles bring increased good taste, but reduced salt, MSG and trans fats to millions of consumers

Dairy

near 30%

share of senior milks sector in China

S.Pellegrino

dynamic

global growth

Leading positions in dynamic categories

In millions of CHF

	2012	2013		RIG (%)	OG (%)
Powdered and Liquid Beverages [a]					
Soluble coffee	9946	9619	46.9%		
Other	10302	10876	53.1%		
Total sales	20248	20495	100.0%	+4.6%	+4.6%
Trading operating profit	4445	4649	22.7%		
Water [a]					
Total sales	6747	6773		+1.9%	+1.8%
Trading operating profit	636	678	10.0%		
Milk products and Ice cream					
Milk products	12756	12994	74.9%		
Ice cream	4573	4347	25.0%		
Other	15	16	0.1%		
Total sales	17344	17357	100.0%	+2.9%	+5.8%
Trading operating profit	2704	2632	15.2%		
Nutrition and HealthCare					
Total sales	9737	11840		+4.4%	+7.6%
Trading operating profit	1778	2228	18.8%		
Prepared dishes and cooking aids					
Frozen and chilled	8045	7782	54.9%		
Culinary and other	6349	6389	45.1%		
Total sales	14394	14171	100.0%	0.0%	+0.3%
Trading operating profit	2029	1876	13.2%		
Confectionery					
Chocolate	7527	7477	72.7%		
Sugar confectionery	1310	1230	12.0%		
Biscuits	1604	1576	15.3%		
Total sales	10441	10283	100.0%	+2.9%	+5.0%
Trading operating profit	1765	1630	15.9%		
PetCare					
Total sales	10810	11239		+4.4%	+6.8%
Trading operating profit	2144	2163	19.2%		
Associates and joint ventures					
Nestlé's share of results	1253	1264			

(a) Beverages other than Water sold by Nestlé Waters (mainly RTD Teas and Juices) have been reclassified to Powdered and Liquid Beverages.

Business review

Introduction

The macro-environment in 2013 was one of soft growth, minimal in the developed world and below recent levels in the emerging markets. Our response was to increase brand support, accelerate innovation, and to ensure our pricing was sensitive to consumer needs. This gave impetus to our real internal growth and, together with efficiencies and structural cost savings, contributed to our margin improvement and strong cash flow. We also intensified our portfolio management which resulted in some charges in 2013 but ensures we are putting our people and resources behind the best opportunities.

Our long-term strategic direction is to be the leader in Nutrition, Health and Wellness. We reinforced this strategy with the creation of Nestlé Health Science, and we are extending it now to the field of specialised medical skin treatments by setting up Nestlé Skin Health S.A.

Employees by geographic area

	2012	2013
Europe*	28.1%	28.0%
Americas	33.1%	32.5%
Asia, Oceania and Africa	38.8%	39.5%
Total	100.0%	100.0%

* 10 175 employees in Switzerland in 2013.

Employees by activity

In thousands

	2012	2013
Factories	177	178
Administration and sales	156	155
Total	333	333

Factories by geographic area

Nestlé has sold its products in 196 countries and has 447 factories in 86 countries. Six were acquired during the year and 11 divested.

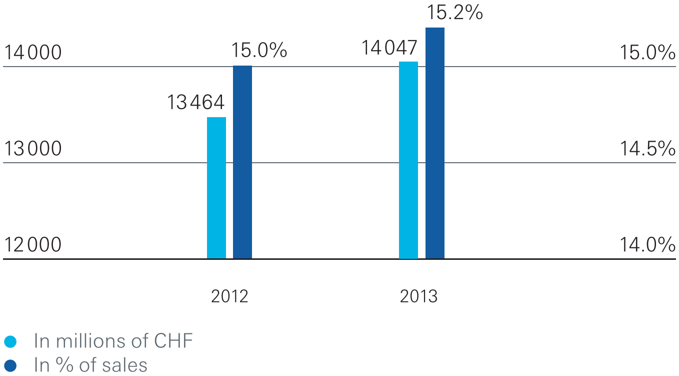
	2012	2013
Europe	144	140
Americas	164	164
Asia, Oceania and Africa	144	143
Total	452	447

Principal key figures* (illustrative) in CHF, USD, EUR

In millions (except per share data)	Total CHF 2012	Total CHF 2013	Total USD 2012	Total USD 2013	Total EUR 2012	Total EUR 2013
Sales	89721	92158	95651	99452	74443	74858
Trading operating profit	13464	14047	14354	15159	11171	11410
Profit for the year attributable to shareholders of the parent (Net profit)	10228	10015	10904	10808	8486	8135
Equity attributable to shareholders of the parent before proposed appropriation of profit of Nestlé S.A.	61007	62575	66685	70329	50538	51030
Market capitalisation, end December	190038	208279	207726	234087	157428	169850
Per share						
Total basic earnings per share	3.21	3.14	3.42	3.39	2.66	2.55

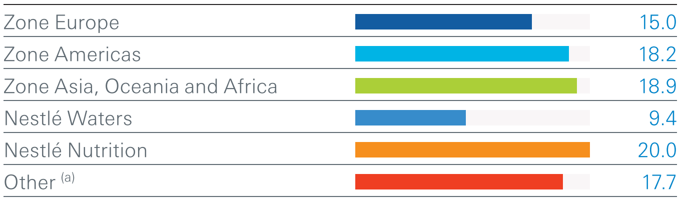
* Income statement figures translated at weighted average annual rate;
Balance sheet figures at year-end rate.

Trading operating profit



Operating segments: trading operating profit

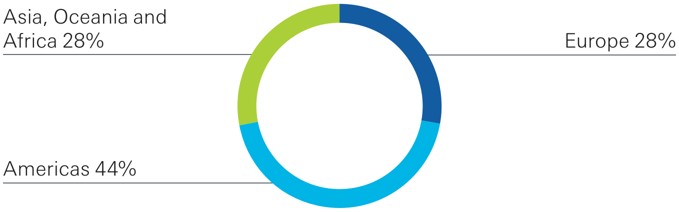
In % of sales



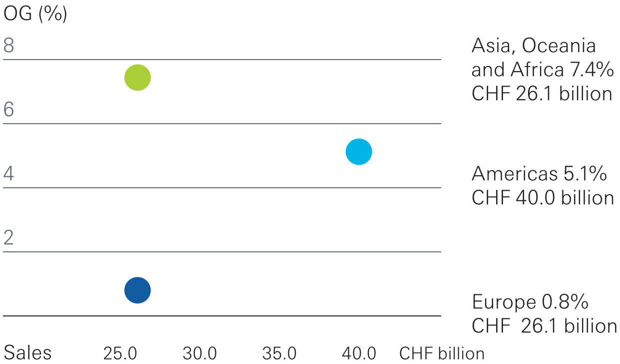
(a) Mainly Nespresso, Nestlé Professional and Nestlé Health Science.

Geographic sales

as % of total sales



Geographic sales and organic growth



Each region includes sales of the Zones, Nestlé Waters, Nestlé Nutrition, Nestlé Professional, Nestlé Health Science and Nespresso.

Group results

In 2013 Nestlé's sales increased by 2.7% to CHF 92.2 billion, impacted by negative foreign exchange of 3.7%. Organic growth was 4.6%, composed of 3.1% real internal growth and 1.5% pricing. Acquisitions, net of divestitures, added 1.8% to sales.

The Group's trading operating profit was CHF 14.0 billion, representing a margin of 15.2%, up 20 basis points versus last year, and up 40 basis points in constant currencies. Nestlé Continuous Excellence again delivered more than CHF 1.5 billion in efficiencies in all areas of the business. This, together with reduced structural costs, enabled us to increase our brand support and absorb higher restructuring costs.

The cost of goods sold fell by 70 basis points as a percentage of sales, also supported by a favourable input cost environment. Distribution costs were down by 10 basis points. Administrative costs decreased by 40 basis points, reflecting structural efficiencies including in our pension plans. Total marketing costs increased by 60 basis points with consumer facing spend up 16.3% in constant currencies.

Net profit was CHF 10.0 billion down slightly due to the costs of portfolio restructuring and the currency impact. As a consequence, reported earnings per share were CHF 3.14, down 2.2%. Underlying earnings per share in constant currencies were up 11.0%.

The Group's operating cash flow continued to be strong at CHF 15.0 billion.

Sales by geographic areas

	Differences 2013/2012 (in %)		in CHF
	in CHF	in local currency	millions
By principal markets			2013
United States	+0.3%	+1.5%	23334
Greater China Region	+29.3%	+27.6%	6618
France	+0.7%	–1.4%	5578
Brazil	+1.2%	+12.9%	5116
Germany	+3.6%	+1.4%	3321
Mexico	+0.3%	–1.4%	3179
United Kingdom	+3.5%	+6.1%	2824
Philippines	+17.0%	+19.0%	2410
Italy	–3.3%	–5.3%	2098
Canada	–3.6%	+0.8%	2064
Russia	+6.3%	+10.6%	1852
Spain	–0.8%	–2.9%	1843
Australia	–12.1%	–4.8%	1775
Japan	–13.9%	+6.6%	1569
Switzerland	+0.6%	+0.6%	1512
Rest of the world	+2.8%	(a)	27065
By continent			
Europe	+1.8%	(a)	26071
USA + Canada	–0.0%	(a)	25399
Asia	+11.9%	(a)	20502
Latin America + Caribbean	–0.3%	(a)	14568
Africa	+2.8%	(a)	3397
Oceania	–10.0%	(a)	2221
Total	+2.7%	(a)	92158

(a) Not applicable.

Business review

The Nestlé Group's organic growth was broad-based, 5.1% in the Americas, 0.8% in Europe and 7.4% in Asia, Oceania and Africa. Our business in developed markets grew 1.0%, achieving sales of CHF 51.4 billion. Our emerging markets business grew 9.3%, delivering sales of CHF 40.8 billion.

Real internal growth was 2.1% in the Americas, 1.9% in Europe and 5.9% in Asia, Oceania and Africa. This growth reflected a focus on the priorities that enabled us to outperform the market: stay competitive by ensuring we offered consumers best value, invest behind our brands and build the capabilities to win in today's challenging environment.

Zone Americas

Sales of CHF 28.4 billion, 5.3% organic growth, 1.7% real internal growth; 18.2% trading operating profit margin, –50 basis points.

The Zone delivered positive growth in both North America and Latin America.

In North America the frozen food category contracted, particularly impacting *Lean Cuisine*, but *Stouffers* achieved positive growth, and in frozen pizza *DiGiorno* gained market share. In ice cream the super-premium business grew, thanks in part to the success of *Gelato*, but snacks and premium had a more challenging year. Chocolate delivered a good performance. Early results from the launch of our *Nestlé Butterfinger* Peanut Butter Cups were promising and *Skinny Cow* maintained its strong growth momentum. *Coffee-mate* performed well in both powder and liquid. *Nescafé Clásico* stood out in a good year for soluble coffee.

Growth in Latin America was double-digit for the year. In Brazil, key growth drivers were *KitKat, Nescau, Ninho* and cereals. In Mexico, we took steps to improve the performance of soluble coffee, including the roll-out of *Nescafé 3 in 1*. *Nescafé Dolce Gusto* produced double-digit growth across the region. Culinary solutions in dairy, particularly *Carnation*, also did well.

The PetCare business had a strong year, growing across the Zone, despite the one-off impact of *Waggin' Train* in North America. In the fast-evolving market in Latin America our strong momentum drove double-digit growth and market share gains. This year's launches of *Dog Chow Light & Healthy, Beneful Smile*, and *Purina ONE True Instinct* went well. *Dog Chow* and *Proplan* were among the main drivers of double-digit growth in Mexico and Brazil.

The Zone's trading operating profit margin was 18.2%, down 50 basis points, reflecting restructuring and increased investment in brands.

Zone Europe

Sales of CHF 15.6 billion, 0.8% organic growth, 2.2% real internal growth; 15.0% trading operating profit margin, –40 basis points.

The Zone outperformed the market with positive growth in a no-growth environment. Material negative pricing reflected our commitment to pass the savings from lower raw material prices to the consumer and maintain our competitiveness in the face of prevailing deflationary pressures.

The innovation and premiumisation strategic platforms underpinned our growth with *Nescafé Dolce Gusto* and confectionery being key contributors. Growth for ice cream in Russia and France, as well as the *Mövenpick* brand, compensated for softer growth in that category elsewhere. In frozen pizza, *Wagner* and *Buitoni* accelerated through the year. *Nescafé Gold* delivered double-digit growth in Russia and other Eastern European markets. *KitKat* was another highlight, again in Russia and in the Great Britain region. *Nestlé Nesquik* had a strong year across most markets. PetCare had an extremely good year with momentum across the Zone producing high single-digit growth. *Felix, Proplan, Purina ONE* and *Gourmet* were among the key drivers.

In Western Europe, highlights were the Great Britain region, Switzerland, the Netherlands, Belgium and Austria. Southern Europe continued to experience weak consumer confidence.

Among Central and Eastern European markets Russia was a highlight. The region produced robust real internal growth despite difficult economic conditions and intense price competition.

The Zone's trading operating profit margin was down by 40 basis points to 15.0%. This reflects the costs of restructuring and increased investments behind the strategic growth platforms.

Zone Americas

In millions of CHF

	2012	2013		RIG (%)	OG (%)
USA and Canada	16808	16701	58.9%		
Latin America and Caribbean	11805	11674	41.1%		
Powdered and Liquid Beverages	3520	3464	12.2%		
Milk products and Ice cream	8081	7939	28.0%		
Prepared dishes and cooking aids	5408	5196	18.3%		
Confectionery	4286	4186	14.8%		
PetCare	7318	7590	26.7%		
Total sales	28613	28375	100.0%	+1.7%	+5.3%
Trading operating profit	5346	5151	18.2%		
Capital expenditure	1073	1019	3.6%		

Zone Europe

In millions of CHF

	2012	2013		RIG (%)	OG (%)
Western	12484	12722	81.7%		
Eastern and Central	2904	2846	18.3%		
Powdered and Liquid Beverages	4052	4068	26.1%		
Milk products and Ice cream	1609	1587	10.2%		
Prepared dishes and cooking aids	3934	3879	24.9%		
Confectionery	3026	3061	19.7%		
PetCare	2767	2973	19.1%		
Total sales	15388	15568	100.0%	+2.2%	+0.8%
Trading operating profit	2363	2331	15.0%		
Capital expenditure	1019	964	6.2%		

Zone Asia, Oceania and Africa

Sales of CHF 18.9 billion, 5.6% organic growth, 4.8% real internal growth; 18.9% trading operating profit margin, –10 basis points.

The Zone's real internal growth outpaced the market with strong performances particularly in Africa, the Middle East, Indonesia and Malaysia. Also noteworthy was Japan where a focus on innovative products and business models delivered good growth in the long-standing subdued trading environment. Pricing in the Zone reflected our commitment to remain competitive in the face of relatively low inflation.

Most categories in the Zone contributed, notably ambient dairy and cocoa and malt beverages which grew double-digit with *Milo* a highlight. Ambient culinary and chocolate enjoyed high single-digit growth. Again there was a high level of innovation across the Zone. We successfully launched new *Hungroo Maggi* noodles and *Alpino* in India, and in the Middle East *Nescafé Traditional Arabic Coffee*. In Central and West Africa we continued the roll-out of the new *Nido Nutripack* and fortified *Maggi* products and in Egypt *Dolceca* ice cream. In China, Yinlu had a particularly strong year, helped by its new premium congees. Another strong performer in China was the adult and senior nutrition milk powder range *Yiyang*. A slowdown in its category had an impact on Hsu Fu Chi.

The Zone's trading operating profit margin was 18.9%, down 10 basis points. External events in different parts of the Zone were challenging. Nonetheless, our effective portfolio management and increased efficiencies helped mitigate the effects and allowed us to increase brand support driving strong real internal growth and market share gains.

Nestlé Waters

Sales of CHF 7.2 billion, 2.0% organic growth, 2.0% real internal growth; 9.4% trading operating profit margin, +50 basis points.

Nestlé Waters delivered growth in all three geographies, despite intense pricing pressure in the United States and Europe. Creative ideas behind our premium brands *Perrier* and *S.Pellegrino*, combined with good execution, allowed us to outperform markets across the globe. Our portfolio of strong local brands performed well, notably *Buxton* in the United Kingdom, *Erikli* in Turkey and *La Vie* in Vietnam. *Nestlé Pure Life* remains our growth engine particularly in the emerging markets, consistently leading the category growth.

The Nestlé Waters trading operating profit margin increased by 50 basis points to 9.4% due to the division's growth and a high level of efficiencies in manufacturing and procurement.

Zone Asia, Oceania and Africa

In millions of CHF

	2012	2013		RIG (%)	OG (%)
Oceania and Japan	3550	3050	16.2%		
Other Asian markets	9998	10274	54.5%		
Africa and Middle East	5327	5535	29.3%		
Powdered and Liquid Beverages	6038	5876	31.2%		
Milk products and Ice cream	6675	6814	36.1%		
Prepared dishes and cooking aids	2704	2835	15.0%		
Confectionery	2732	2659	14.1%		
PetCare	726	675	3.6%		
Total sales	18875	18859	100.0%	+4.8%	+5.6%
Trading operating profit	3579	3558	18.9%		
Capital expenditure	1564	1280	6.8%		

Nestlé Waters

In millions of CHF

	2012	2013		RIG (%)	OG (%)
Europe	2210	2204	30.5%		
USA and Canada	3690	3702	51.2%		
Other regions	1274	1325	18.3%		
Total sales	7174	7231	100.0%	+2.0%	+2.0%
Trading operating profit	640	680	9.4%		
Capital expenditure	407	377	5.2%		

Nestlé Nutrition
Sales of CHF 9.8 billion, 8.2% organic growth, 4.5% real internal growth; 20.0% trading operating profit margin, +80 basis points.

The infant nutrition business, enhanced by the Wyeth Nutrition acquisition, had a very positive year, particularly in infant formula and infant cereals. All three zones grew, with zone Asia, Oceania and Africa double-digit and particularly encouraging performances in parts of Asia and the Middle East. The business also delivered double-digit growth in Brazil and Russia. The US benefitted from the continued roll-out of innovations to help prevent colic and allergies, strengthening the *Gerber* brand franchise. Many of the largest brands such as *Cerelac, Nestlé NAN, S-26* and *Illuma* grew double-digit.

We announced the divestment of Jenny Craig in 2013 and our Performance Nutrition business in 2014.

Nestlé Nutrition's trading operating profit margin was 20.0%, up 80 basis points as a result of strong growth in the accretive infant formula and cereals categories, the good performance of Wyeth Nutrition and a continued contribution from efficiencies.

Other activities
Sales of CHF 12.3 billion, 5.4% organic growth, 4.4% real internal growth; 17.7% trading operating profit margin, +20 basis points.

Nestlé Professional was affected by the difficult out-of-home environment, especially in Europe. Nonetheless, the emerging markets delivered strong growth while the strategic branded beverage and customised food solutions continued to perform well.

Nespresso continued to perform strongly globally. It grew in its core European markets and accelerated in the Americas, supported by new Grands Crus coffee and continuous innovation in machines and services, as well as increasing brand awareness and continued geographic expansion with 48 boutique openings in 2013.

Nestlé Health Science continued in its ambition to offer nutritional solutions that address disease and health conditions. The acquisition of Pamlab in the United States will strengthen its capabilities in the areas of metabolic and brain health. Growth accelerated in the second half primarily driven by North America, Europe and Latin America, despite ongoing pressure on countries' healthcare budgets which affected reimbursement arrangements. Innovations such as *Boost Nutrition Bars* in the US, *Nutren Senior* in Brazil and *Alfamino* in key markets, helped to deliver good growth.

Nestlé Nutrition

In millions of CHF

	2012	2013		RIG (%)	OG (%)
Europe	1 537	1 742	17.7%		
Americas	3 805	3 724	37.9%		
Asia, Oceania and Africa	2 516	4 360	44.4%		
Total sales	7 858	9 826	100.0%	+4.5%	+8.2%
Trading operating profit	1 509	1 961	20.0%		
Capital expenditure	426	430	4.4%		

Other [(a)]

In millions of CHF

	2012	2013		RIG (%)	OG (%)
Total sales	11 813	12 299		+4.4%	+5.4%
Trading operating profit	2 064	2 175	17.7%		
Capital expenditure	550	642	5.2%		

(a) Mainly Nespresso, Nestlé Professional and Nestlé Health Science.

Net profit and earnings per share
Net profit was CHF 10.0 billion down slightly due to the costs of portfolio restructuring and the currency impact. As a consequence, reported earnings per share were CHF 3.14, down 2.2%. Underlying earnings per share in constant currencies were up 11.0%. The underlying tax rate was 27.0%, compared to 27.3% in 2012. The share of results of associates and joint ventures was stable at CHF 1.3 billion.

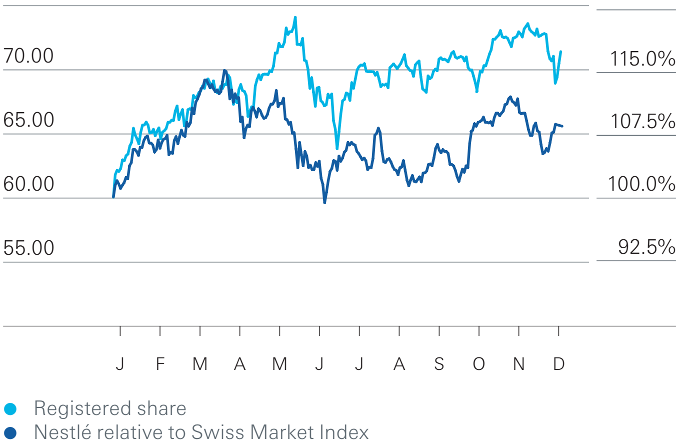
Cash flow
The Group's operating cash flow remained very strong at CHF 15.0 billion, down slightly from the exceptional level in 2012, of CHF 15.7 billion. This reflects the good discipline in the use of our capital, with a further reduction on working capital, and on-going focus on efficient operations, capital expenditure allocations and profitable growth.

Financial position
The Group's net debt fell from CHF 18.1 billion to CHF 14.7 billion, reflecting our strong free cash flow during the year at CHF 10.5 billion more than offsetting the payment of the dividend of CHF 6.6 billion.

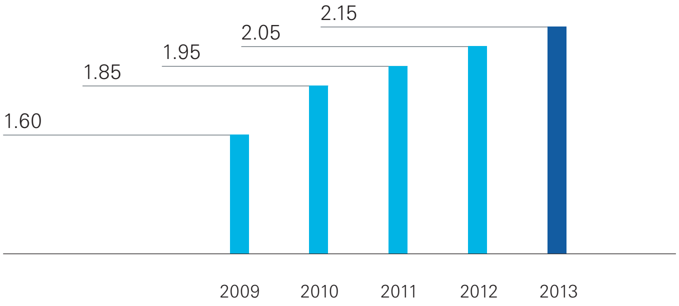
Return on invested capital
The Group's return on invested capital was 12.7% including goodwill, impacted mainly by the Wyeth Nutrition acquisition and it was 30.1% excluding goodwill.

Dividend
The board is proposing a dividend of CHF 2.15 per share, up from CHF 2.05 in 2012.

Evolution of the Nestlé registered share in 2013
In CHF



Dividend per share
In CHF



Outlook
Last year was challenging and 2014 will likely be the same. We will continue to be disciplined in driving our performance in line with the Nestlé Model of profitable growth and resource efficiency. We therefore expect our 2014 performance to be similar to last year and again weighted to the second half, outperforming the market, with growth around 5% and improvements in margins, underlying earnings per share in constant currencies and capital efficiency.

Principal risks and uncertainties

Group Risk Management
The Nestlé Group Enterprise Risk Management Framework (ERM) is designed to identify, communicate, and mitigate risks in order to minimise their potential impact on the Group. Nestlé has adopted a dual approach in identifying and assessing risks. A top-down assessment is performed at Group level once a year to create a good understanding of the company's mega-risks, to allocate ownership to drive specific actions around them and take any relevant steps to address them. A bottom-up assessment occurs in parallel annually and focuses on the global risk portfolio in the businesses/corporate functions. It involves the aggregation of individual assessments by the Zones, Globally Managed Businesses and all markets. It is intended to provide a high-level risk mapping and allows Group Management to make sound decisions on the future operations of the Company and ensure that any risk growing in importance within the organisation is captured and addressed in Nestlé's ERM agenda.

An annual compliance risk assessment is performed in the Group Compliance Committee. Risk assessments are the responsibility of line management; this applies equally to a business, a market or a function, and any mitigating actions identified in the assessments are the responsibility of the individual line management. If Group-level intervention is required, responsibility for mitigating actions will generally be determined by the Executive Board. The results of the Group ERM are presented annually to the Executive Board and to the Audit Committee, and conclusions reported to the Board of Directors. Nestlé uses the outcome of stakeholder meetings to better understand potential gaps between internal and external perception of risks and their impact on reputation.

Factors affecting results
Nestlé's reputation is based on consumers' trust. Any major event triggered by a serious food safety or other compliance issue could have a negative effect on Nestlé's reputation or brand image. The Group has policies, processes and controls in place to prevent such events.

The success of the Nestlé Group depends on its ability to anticipate consumer preferences and to offer high-quality, appealing products. The Group's business is subject to some seasonality, and adverse weather conditions may impact the Group's sales.

The food industry as a whole is faced with the global challenge of increasing obesity. The Group makes all its products available in a range of sizes and varieties designed to meet all needs and all occasions.

Nestlé is dependent on the sustainable supply of a number of raw materials, packaging materials and services/utilities. Any major event triggered by natural hazards (drought, flood, etc.), change in macroeconomic environment (shift in production patterns, 'biofuels', excessive trading), resulting in input price volatilities and/or capacity constraints, could potentially impact Nestlé's financial results. The Group has policies, processes and controls in place to mitigate against such events.

The Group's liquidities/liabilities (currency fluctuation, interest rate, derivatives, and/or hedging, pension funding obligations/retirement benefits, banking/commercial credit, cost of capital) could be impacted by any major event in the financial markets. Again, Nestlé has the appropriate risk mitigation measures in place.

Nestlé is dependent on sustainable manufacturing/supply of finished goods for all product categories. A major event in one of Nestlé's key plants, at a key supplier, contract manufacturer, co-packer, and/or warehouse facility could potentially lead to a supply disruption and impact Nestlé's financial results. Business continuity plans are established and regularly maintained in order to mitigate against such an event.

The Group depends on accurate, timely information and numerical data from key software applications, without disruption, to enable day-to-day decision making.

The Group is subject to environmental regimes applying in all countries where it operates and has put controls in place to comply with legislation concerning the protection of the environment, including the use of natural resources, release of air emissions and waste water, and the generation, storage, handling, transportation, treatment and disposal of waste materials.

Nestlé is subject to health and safety regimes in all countries where it operates and has procedures in place to comply with legislation concerning the protection of the health and welfare of employees and contractors.

Our Group companies are party to a variety of legal proceedings arising out of the normal course of business. The relevant companies believe that there are valid defences for the claims, and such companies intend to defend any such litigation.

Nestlé has factories in 86 countries and its products are sold in 196 countries around the world. Security, political instability, legal & regulatory, fiscal, macroeconomic, foreign trade, labour and/or infrastructure risks could potentially impact Nestlé's ability to do business in a country or region.

Events such as an infectious disease could also impact the Group's ability to operate. Any of these events could lead to a supply disruption and impact Nestlé's financial results. Regular monitoring and *ad hoc* business continuity plans are established in order to mitigate against such events. One of the most valuable asset of Nestlé is the Group-wide geographical and product category spreads which represent a tremendous natural hedge.

Geographic data: factories

Europe

Country	Factories	Beverages	Milk products, Ice cream, Nutrition and HealthCare	Prepared dishes and cooking aids	Confectionery	PetCare
Austria	1	● ■	● ■	● ■	■	■
Belgium	1	● ■	■	■	■	■
Bulgaria	2	■	● ■	■	● ■	■
Czech Republic	3	■	■	● ■	● ■	■
Denmark	1	■	■	● ■	■	■
Finland	3	■	● ■	● ■	■	■
France	22	● ■	● ■	● ■	■	● ■
Germany	19	● ■	● ■	● ■	● ■	● ■
Greece	4	● ■	● ■	■	■	■
Hungary	3	● ■	■	■	● ■	● ■
Ireland	1	■	● ■	■	■	■
Italy	16	● ■	● ■	● ■	● ■	● ■
Netherlands	1	■	● ■	■	■	■
Poland	7	● ■	● ■	● ■	● ■	■
Portugal	4	● ■	● ■	■	■	■
Republic of Serbia	2	■	● ■	● ■	● ■	■
Romania	1	● ■	■	■	● ■	■
Russia	8	● ■	● ■	● ■	● ■	● ■
Slovak Republic	1	■	■	● ■	■	■
Spain	12	● ■	● ■	● ■	● ■	● ■
Sweden	1	● ■	■	■	■	■
Switzerland	10	● ■	● ■	● ■	● ■	■
Turkey	4	● ■	● ■	●	● ■	■
Ukraine	3	● ■	■	● ■	● ■	■
United Kingdom	10	● ■	● ■	■	● ■	● ■

Americas

Country	Factories	Beverages	Milk products, Ice cream, Nutrition and HealthCare	Prepared dishes and cooking aids	Confectionery	PetCare
Argentina	7	● ■	● ■	● ■	■	● ■
Bolivia	1	■	■	■	● ■	■
Brazil	22	● ■	● ■	● ■	● ■	● ■
Canada	10	● ■	● ■	● ■	● ■	● ■
Chile	7	● ■	● ■	● ■	● ■	■
Colombia	4	● ■	● ■	● ■	● ■	● ■
Costa Rica	1	■	● ■	■	■	■
Cuba	3	● ■	● ■	■	■	
Dominican Republic	2	■	● ■	● ■	■	■
Ecuador	2	● ■	● ■	● ■	● ■	■
Guatemala	3	● ■	■	● ■	■	■
Jamaica	1	● ■	● ■	■	■	■
Mexico	11	● ■	● ■	● ■	● ■	● ■
Nicaragua	1	● ■	● ■	■	■	■
Panama	1	■	● ■	● ■	■	■
Peru	1	● ■	● ■	● ■	● ■	■
Trinidad and Tobago	1	● ■	● ■	■	■	■
United States	80	● ■	● ■	● ■	● ■	● ■
Uruguay	1	● ■	■	● ■	■	■
Venezuela	5	● ■	● ■	● ■	● ■	● ■

Asia, Oceania and Africa

Country	Factories	Beverages	Milk products, Ice cream, Nutrition and HealthCare	Prepared dishes and cooking aids	Confectionery	PetCare
Algeria	2	● ■	● ■	■	■	
Angola	1	■	● ■	■		
Australia	10	● ■	● ■	● ■	● ■	● ■
Bahrain	1	● ■	■	■	■	
Bangladesh	1	● ■	● ■	● ■		
Cameroon	1	■	● ■	● ■		
Côte d'Ivoire	2	● ■	● ■	●		
Democratic Republic of Congo (DRC)	1	■	■	● ■		
Egypt	3	● ■	● ■	●	■	
Ghana	1	● ■	● ■	■	■	
Greater China Region	28	● ■	● ■	● ■	● ■	● ■
India	7	● ■	● ■	●	●	
Indonesia	4	● ■	● ■	● ■	● ■	■
Iran	2	● ■	● ■	■	■	
Israel	9	● ■	● ■	●	● ■	■
Japan	3	● ■	● ■	● ■	● ■	■
Jordan	1	● ■	■	■	■	
Kenya	1	● ■	● ■	● ■	■	
Lebanon	2	● ■	■	■	■	
Malaysia	6	● ■	● ■	● ■	● ■	■
Morocco	1	● ■	● ■	● ■	■	■
New Zealand	2	● ■	● ■	● ■	● ■	● ■
Nigeria	2	● ■	● ■	● ■	●	
Pakistan	4	● ■	● ■	●	■	
Papua New Guinea	1	● ■	● ■	● ■	■	
Philippines	6	● ■	● ■	■	■	■
Qatar	1	● ■	■	■	■	
Republic of Korea	2	● ■	● ■	■	■	■
Saudi Arabia	7	● ■	■	■	■	
Senegal	1	■	■	● ■		
Singapore	2	● ■	● ■	● ■	■	■
South Africa	8	● ■	● ■	● ■	● ■	● ■
Sri Lanka	1	● ■	● ■	●	■	
Syria	1	● ■	● ■	● ■	■	
Thailand	7	● ■	● ■	● ■	■	● ■
Tunisia	1	■	● ■		■	
United Arab Emirates	2	● ■	● ■	■	● ■	■
Uzbekistan	2	● ■	● ■	■	■	
Vietnam	5	● ■	● ■	● ■		
Zimbabwe	1	● ■	● ■	● ■	■	

The figure in black after the country denotes the number of factories
● Local production (may represent production in several factories)
■ Imports (may, in a few particular cases, represent purchases from third parties in the market concerned)

● Beverages
● Milk products, Ice cream, Nutrition and HealthCare
● Prepared dishes and cooking aids
● Confectionery
● PetCare

Consolidated Financial Statements of the Nestlé Group 2013

Principal exchange rates

CHF per		2013	2012	2013	2012
		Year ending rates		Weighted average annual rates	
1 US Dollar	USD	0.890	0.915	0.927	0.938
1 Euro	EUR	1.226	1.207	1.231	1.205
100 Brazilian Reais	BRL	37.986	44.775	42.994	47.964
100 Chinese Yuan Renminbi	CNY	14.699	14.686	15.065	14.870
100 Mexican Pesos	MXN	6.808	7.045	7.262	7.136
1 Pound Sterling	GBP	1.471	1.479	1.450	1.487
1 Canadian Dollar	CAD	0.836	0.920	0.899	0.940
1 Australian Dollar	AUD	0.794	0.950	0.896	0.971
100 Philippine Pesos	PHP	2.004	2.227	2.184	2.221
100 Japanese Yen	JPY	0.847	1.063	0.944	1.169

Consolidated income statement for the year ended 31 December 2013

In millions of CHF

	Notes	2013	2012 [a]
Sales	3	**92 158**	**89 721**
Other revenue		215	210
Cost of goods sold		(48 111)	(47 500)
Distribution expenses		(8 156)	(8 017)
Marketing and administration expenses		(19 711)	(19 041)
Research and development costs		(1 503)	(1 413)
Other trading income	4	120	141
Other trading expenses	4	(965)	(637)
Trading operating profit	3	**14 047**	**13 464**
Other operating income	4	616	146
Other operating expenses	4	(1 595)	(222)
Operating profit		**13 068**	**13 388**
Financial income	5	219	120
Financial expense	5	(850)	(825)
Profit before taxes, associates and joint ventures		**12 437**	**12 683**
Taxes	15	(3 256)	(3 259)
Share of results of associates and joint ventures	16	1 264	1 253
Profit for the year		**10 445**	**10 677**
of which attributable to non-controlling interests		430	449
of which attributable to shareholders of the parent (Net profit)		10 015	10 228
As percentages of sales			
Trading operating profit		15.2%	15.0%
Profit for the year attributable to shareholders of the parent (Net profit)		10.9%	11.4%
Earnings per share (in CHF)			
Basic earnings per share	17	3.14	3.21
Diluted earnings per share	17	3.13	3.20

(a) 2012 comparatives have been restated following the implementation of IFRS 11 and IAS 19 revised (see Note 22).

Consolidated statement of comprehensive income for the year ended 31 December 2013

In millions of CHF

	Notes	2013	2012 [a]
Profit for the year recognised in the income statement		**10 445**	**10 677**
Currency retranslations			
– Recognised in translation reserve		(3 160)	(1 053)
– Reclassified from translation reserve to income statement		214	—
Fair value adjustments on available-for-sale financial instruments			
– Recognised in fair value reserve		9	310
– Reclassified from fair value reserve to income statement		(532)	15
Fair value adjustments on cash flow hedges			
– Recognised in hedging reserve		161	(116)
– Reclassified from hedging reserve		85	266
Taxes	15	290	(31)
Share of other comprehensive income of associates and joint ventures	16	40	578
Items that are or may be reclassified subsequently to the income statement		(2 893)	(31)
Remeasurement of defined benefit plans	11	1 632	(1 534)
Taxes	15	(848)	386
Share of other comprehensive income of associates and joint ventures	16	47	(76)
Items that will never be reclassified to the income statement		831	(1 224)
Other comprehensive income for the year	19	**(2 062)**	**(1 255)**
Total comprehensive income for the year		**8 383**	**9 422**
of which attributable to non-controlling interests		371	393
of which attributable to shareholders of the parent		8 012	9 029

(a) 2012 comparatives have been restated following the implementation of IFRS 11 and IAS 19 revised (see Note 22).

Consolidated balance sheet as at 31 December 2013

before appropriations

In millions of CHF

	Notes	2013	2012 [a][b]
Assets			
Current assets			
Cash and cash equivalents	14/18	6 415	5 713
Short-term investments	14	638	3 583
Inventories	6	8 382	8 939
Trade and other receivables	7/14	12 206	13 048
Prepayments and accrued income		762	821
Derivative assets	14	230	576
Current income tax assets		1 151	972
Assets held for sale	2	282	368
Total current assets		**30 066**	**34 020**
Non-current assets			
Property, plant and equipment	8	26 895	26 576
Goodwill	9	31 039	32 688
Intangible assets	10	12 673	13 018
Investments in associates and joint ventures	16	12 315	11 586
Financial assets	14	4 550	4 979
Employee benefits assets	11	537	84
Current income tax assets		124	27
Deferred tax assets	15	2 243	2 899
Total non-current assets		**90 376**	**91 857**
Total assets		**120 442**	**125 877**

(a) 2012 comparatives have been restated following the implementation of IFRS 11 and IAS 19 revised (see Note 22).
(b) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 22).

Consolidated balance sheet as at 31 December 2013

In millions of CHF

	Notes	2013	2012 (a)(b)
Liabilities and equity			
Current liabilities			
Financial debt	14	11 380	18 408
Trade and other payables	14	16 072	14 627
Accruals and deferred income		3 185	3 078
Provisions	13	523	452
Derivative liabilities	14	381	423
Current income tax liabilities		1 276	1 608
Liabilities directly associated with assets held for sale	2	100	1
Total current liabilities		**32 917**	**38 597**
Non-current liabilities			
Financial debt	14	10 363	9 008
Employee benefits liabilities	11	6 279	8 360
Provisions	13	2 714	2 827
Deferred tax liabilities	15	2 643	2 240
Other payables	14	1 387	2 181
Total non-current liabilities		**23 386**	**24 616**
Total liabilities		**56 303**	**63 213**
Equity	19		
Share capital		322	322
Treasury shares		(2 196)	(2 078)
Translation reserve		(20 811)	(17 924)
Retained earnings and other reserves		85 260	80 687
Total equity attributable to shareholders of the parent		**62 575**	**61 007**
Non-controlling interests		1 564	1 657
Total equity		**64 139**	**62 664**
Total liabilities and equity		**120 442**	**125 877**

(a) 2012 comparatives have been restated following the implementation of IFRS 11 and IAS 19 revised (see Note 22).
(b) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 22).

Consolidated cash flow statement for the year ended 31 December 2013

In millions of CHF

	Notes	2013	2012 (a)
Operating activities			
Operating profit	18	13 068	13 388
Non-cash items of income and expense	18	4 352	3 217
Cash flow before changes in operating assets and liabilities		**17 420**	**16 605**
Decrease/(increase) in working capital	18	1 360	2 015
Variation of other operating assets and liabilities	18	(574)	(95)
Cash generated from operations		**18 206**	**18 525**
Net cash flows from treasury activities	18	(351)	(324)
Taxes paid		(3 520)	(3 118)
Dividends and interest from associates and joint ventures	16	657	585
Operating cash flow		**14 992**	**15 668**
Investing activities			
Capital expenditure	8	(4 928)	(5 273)
Expenditure on intangible assets	10	(402)	(325)
Sale of property, plant and equipment		86	130
Acquisition of businesses	2	(321)	(10 916)
Disposal of businesses	2	421	142
Investments (net of divestments) in associates and joint ventures	16	(28)	(79)
Outflows from non-current treasury investments		(244)	(192)
Inflows from non-current treasury investments		2 644	1 561
Inflows/(outflows) from short-term treasury investments		400	677
Inflows from other investing activities (b)		1 187	89
Outflows from other investing activities		(421)	(305)
Cash flow from investing activities		**(1 606)**	**(14 491)**
Financing activities			
Dividend paid to shareholders of the parent	19	(6 552)	(6 213)
Dividends paid to non-controlling interests		(328)	(204)
Acquisition (net of disposal) of non-controlling interests		(337)	(165)
Purchase of treasury shares		(481)	(532)
Sale of treasury shares		60	1 199
Inflows from bonds and other non-current financial debt		3 814	5 226
Outflows from bonds and other non-current financial debt		(2 271)	(1 650)
Inflows/(outflows) from current financial debt		(6 063)	2 325
Cash flow from financing activities		**(12 158)**	**(14)**
Currency retranslations		(526)	(219)
Increase/(decrease) in cash and cash equivalents		**702**	**944**
Cash and cash equivalents at beginning of year		5 713	4 769
Cash and cash equivalents at end of year		**6 415**	**5 713**

(a) 2012 comparatives have been restated following the implementation of IFRS 11 and IAS 19 revised (see Note 22).
(b) Mainly relates to the disposal of Givaudan shares.

Consolidated statement of changes in equity for the year ended 31 December 2013

In millions of CHF

	Share capital	Treasury shares	Translation reserve	Retained earnings and other reserves	**Total equity attributable to shareholders of the parent**	Non-controlling interests	**Total equity**
Equity as at 31 December 2011 as originally published	**330**	**(6 722)**	**(16 927)**	**80 116**	**56 797**	**1 477**	**58 274**
First application of IAS 19 revised	—	—	—	68	**68**	—	**68**
Equity restated as at 1 January 2012	**330**	**(6 722)**	**(16 927)**	**80 184**	**56 865**	**1 477**	**58 342**
Profit for the year [(a)]	—	—	—	10 228	**10 228**	449	**10 677**
Other comprehensive income for the year [(a)]	—	—	(997)	(202)	**(1 199)**	(56)	**(1 255)**
Total comprehensive income for the year [(a)]	—	—	(997)	10 026	**9 029**	393	**9 422**
Dividend paid to shareholders of the parent	—	—	—	(6 213)	**(6 213)**	—	**(6 213)**
Dividends paid to non-controlling interests	—	—	—	—	**—**	(204)	**(204)**
Movement of treasury shares [(b)]	—	501	—	599	**1 100**	—	**1 100**
Equity compensation plans	—	212	—	(39)	**173**	—	**173**
Changes in non-controlling interests	—	—	—	(94)	**(94)**	(9)	**(103)**
Reduction in share capital	(8)	3 931	—	(3 923)	**—**	—	**—**
Total transactions with owners	(8)	4 644	—	(9 670)	**(5 034)**	(213)	**(5 247)**
Other movements [(c)]	—	—	—	147	**147**	—	**147**
Equity restated as at 31 December 2012 [(a)]	**322**	**(2 078)**	**(17 924)**	**80 687**	**61 007**	**1 657**	**62 664**
Profit for the year	—	—	—	10 015	**10 015**	430	**10 445**
Other comprehensive income for the year	—	—	(2 887)	884	**(2 003)**	(59)	**(2 062)**
Total comprehensive income for the year	—	—	(2 887)	10 899	**8 012**	371	**8 383**
Dividend paid to shareholders of the parent	—	—	—	(6 552)	**(6 552)**	—	**(6 552)**
Dividends paid to non-controlling interests	—	—	—	—	**—**	(328)	**(328)**
Movement of treasury shares	—	(612)	—	190	**(422)**	—	**(422)**
Equity compensation plans	—	214	—	(39)	**175**	—	**175**
Other transactions settled with treasury shares [(d)]	—	280	—	—	**280**	—	**280**
Changes in non-controlling interests	—	—	—	(297)	**(297)**	(136)	**(433)**
Total transactions with owners	—	(118)	—	(6 698)	**(6 816)**	(464)	**(7 280)**
Other movements [(c)]	—	—	—	372	**372**	—	**372**
Equity as at 31 December 2013	**322**	**(2 196)**	**(20 811)**	**85 260**	**62 575**	**1 564**	**64 139**

(a) 2012 comparatives have been restated following the implementation of IFRS 11 and IAS 19 revised (see Note 22).
(b) Movements reported under retained earnings and other reserves mainly relate to written put options on own shares.
(c) Relates mainly to the adjustment for hyperinflation in Venezuela, considered as a hyperinflationary economy.
(d) The other transactions relate to the acquisition of a business (see Note 2).

1. Accounting policies

Accounting convention and accounting standards
The Consolidated Financial Statements comply with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), with the interpretations issued by the IFRS Interpretations Committee (IFRIC) and with Swiss law.

They have been prepared on an accrual basis and under the historical cost convention, unless stated otherwise. All significant consolidated companies, joint arrangements and associates have a 31 December accounting year-end.

The Consolidated Financial Statements 2013 were approved for issue by the Board of Directors on 12 February 2014 and are subject to approval by the Annual General Meeting on 10 April 2014.

Key accounting judgements, estimates and assumptions
The preparation of the Consolidated Financial Statements requires Group Management to exercise judgement and to make estimates and assumptions that affect the application of policies, reported amounts of revenues, expenses, assets and liabilities and disclosures. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Those areas affect mainly provisions (see Note 13), goodwill impairment tests (see Note 9), employee benefits (see Note 11), allowance for doubtful receivables (see Note 7) and taxes (see Note 15).

Scope of consolidation
The Consolidated Financial Statements comprise those of Nestlé S.A. and of its affiliated companies, including joint arrangements and associates (the Group). The list of the principal companies is provided in the section “Companies of the Nestlé Group.”

Consolidated companies
Companies, in which the Group has the power to exercise control, are fully consolidated. This applies irrespective of the percentage of interest in the share capital. The Group controls a company when it is exposed to, or has rights to, variable returns from its involvement with the company and has the ability to affect those returns through its power over the company. Non-controlling interests are shown as a component of equity on the balance sheet and the share of the profit attributable to non-controlling interests is shown as a component of profit for the year in the income statement.

Newly acquired companies are consolidated from the effective date of control, using the acquisition method.

Joint arrangements
Joint arrangements are contractual arrangements over which the Group exercises joint control with partners.

Joint ventures
Joint arrangements whereby the parties have rights to the net assets of the arrangement are joint ventures and are accounted for using the equity method.

Joint operations
The joint arrangements where the parties control the rights to the assets and obligations for the liabilities are joint operations and the individual assets, liabilities, income and expenses are consolidated in proportion to the Group’s contractually specified share (usually 50%).

Associates
Companies where the Group has the power to exercise a significant influence but does not exercise control are accounted for using the equity method. The net assets and results are adjusted to comply with the Group’s accounting policies. The carrying amount of goodwill arising from the acquisition of associates is included in the carrying amount of investments in associates.

Foreign currencies
The functional currency of the Group’s entities is the currency of their primary economic environment.

In individual companies, transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at year-end rates. Any resulting exchange differences are taken to the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges.

On consolidation, assets and liabilities of Group entities reported in their functional currencies are translated into Swiss Francs, the Group's presentation currency, at year-end exchange rates. Income and expense are translated into Swiss Francs at the annual weighted average rates of exchange or at the rate on the date of the transaction for significant items.

Differences arising from the retranslation of opening net assets of Group entities, together with differences arising from the restatement of the net results for the year of Group entities, are recognised in other comprehensive income.

The balance sheet and net results of Group entities operating in hyperinflationary economies are restated for the changes in the general purchasing power of the local currency, using official indices at the balance sheet date, before translation into Swiss Francs.

When there is a change of control in a foreign entity, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on disposal.

Segment reporting

Operating segments reflect the Group's management structure and the way financial information is regularly reviewed by the Group's chief operating decision maker (CODM), which is defined as the Executive Board.

The CODM considers the business from both a geographic and product perspective, through three geographic Zones and several Globally Managed Businesses (GMB). Zones and GMB that meet the quantitative threshold of 10% of sales, trading operating profit or assets, are presented on a stand-alone basis as reportable segments. Other business activities and operating segments, including GMB that do not meet the threshold, like Nestlé Professional, Nespresso and Nestlé Health Science are combined and presented in Other. Therefore, the Group's reportable operating segments are:

– Zone Europe;
– Zone Americas;
– Zone Asia, Oceania and Africa;
– Nestlé Waters;
– Nestlé Nutrition;
– Other.

As some operating segments represent geographic zones, information by product is also disclosed. The seven product groups that are disclosed represent the highest categories of products that are followed internally.

Finally, the Group provides information attributed to the country of domicile of the Group's parent company (Nestlé S.A. – Switzerland) and to the ten most important countries in terms of sales.

Segment results represent the contribution of the different segments to central overheads, research and development costs and the trading operating profit of the Group. Specific corporate expenses as well as specific research and development costs are allocated to the corresponding segments.

Segment assets and liabilities are aligned with internal reported information to the CODM. Segment assets comprise property, plant and equipment, intangible assets, goodwill, trade and other receivables, assets held for sale, inventories, prepayments and accrued income as well as specific financial assets associated to the reportable segments. Segment liabilities comprise trade and other payables, liabilities directly associated with assets held for sale, some other payables as well as accruals and deferred income. Eliminations represent inter-company balances between the different segments.

Segment assets by operating segment represent the situation at the end of the year. Assets and liabilities by product represent the annual average, as this provides a better indication of the level of invested capital for management purposes.

Capital additions represent the total cost incurred to acquire property, plant and equipment, intangible assets and goodwill, including those arising from business combinations. Capital expenditure represents the investment in property, plant and equipment only.

Depreciation of segment assets includes depreciation of property, plant and equipment and amortisation of intangible assets. Impairment of assets includes impairment related to property, plant and equipment, intangible assets and goodwill.

Unallocated items represent non-specific items whose allocation to a segment would be arbitrary. They mainly comprise:

– corporate expenses and related assets/liabilities;
– research and development costs and related assets/liabilities; and
– some goodwill and intangible assets.

Non-current assets by geography include property, plant and equipment, intangible assets and goodwill that are attributable to the ten most important countries and the country of domicile of Nestlé S.A.

Valuation methods, presentation and definitions

Revenue

Sales represent amounts received and receivable from third parties for goods supplied to the customers and for services rendered. Revenue from the sales of goods is recognised in the income statement at the moment when the significant risks and rewards of ownership of the goods have been transferred to the buyer, which is mainly upon shipment. It is measured at the list price applicable to a given distribution channel after deduction of returns, sales taxes, pricing allowances, other trade discounts and couponing and price promotions to consumers. Payments made to the customers for commercial services received are expensed.

Other revenue is primarily license fees from third parties which have been earned during the period.

Expenses

Cost of goods sold is determined on the basis of the cost of production or of purchase, adjusted for the variation of inventories. All other expenses, including those in respect of advertising and promotions, are recognised when the Group receives the risks and rewards of ownership of the goods or when it receives the services.

Other trading income/(expenses)

These comprise restructuring costs, impairment of all assets except goodwill, litigations and onerous contracts, result on disposal of property, plant and equipment, and specific other income and expenses that fall within the control of operating segments.

Restructuring costs are restricted to dismissal indemnities and employee benefits paid to terminated employees upon the reorganisation of a business. Dismissal indemnities paid for normal attrition such as poor performance, professional misconduct, etc. are part of the expenses by functions.

Other operating income/(expenses)

These comprise impairment of goodwill, results on disposals of businesses, acquisition-related costs and other income and expenses that fall beyond the control of operating segments and relate to events such as natural disasters and expropriation of assets.

Net financial income/(expense)

Net financial income/(expense) includes net financing cost and net interest income/(expense) on defined benefit plans.

Net financing cost includes the interest expense on borrowings from third parties as well as the interest income earned on funds invested outside the Group. This heading also includes other financing related income and expense, such as exchange differences on loans and borrowings, results on foreign currency and interest rate hedging instruments that are recognised in the income statement. Certain borrowing costs are capitalised as explained under the section on Property, plant and equipment. Others are expensed.

Taxes

The Group is subject to taxes in different countries all over the world. Taxes and fiscal risks recognised in the Consolidated Financial Statements reflect Group Management's best estimate of the outcome based on the facts known at the balance sheet date in each individual country. These facts may include but are not limited to change in tax laws and interpretation thereof in the various jurisdictions where the Group operates. They may have an impact on the income tax as well as the resulting assets and liabilities. Any differences between tax estimates and final tax assessments are charged to the income statement in the period in which they are incurred, unless anticipated.

Taxes include current taxes on profit as well as actual or potential withholding taxes on current and expected transfers of income from Group companies and tax adjustments relating to prior years. Income tax is recognised in the income statement, except to the extent that it relates to items directly taken to equity or other comprehensive income, in which case it is recognised against equity or other comprehensive income.

Deferred taxation is the tax attributable to the temporary differences that arise when taxation authorities recognise and measure assets and liabilities with rules that differ from the principles of the Consolidated Financial Statements. It also arises on temporary differences stemming from tax losses carried forward.

Deferred taxes are calculated under the liability method at the rates of tax expected to prevail when the temporary differences reverse subject to such rates being substantially enacted at the balance sheet date. Any changes of the tax rates are recognised in the income statement unless related to items directly recognised against equity or other comprehensive income. Deferred tax liabilities are recognised on all taxable temporary differences excluding non-deductible goodwill. Deferred tax assets are recognised on all deductible temporary differences provided that it is probable that future taxable income will be available.

Financial instruments

Classes of financial instruments

The Group aggregates its financial instruments into classes based on their nature and characteristics. The details of financial instruments by class are disclosed in the notes.

Financial assets

Financial assets are initially recognised at fair value plus directly attributable transaction costs. However when a financial asset at fair value to income statement is recognised, the transaction costs are expensed immediately. Subsequent remeasurement of financial assets is determined by their categorisation that is revisited at each reporting date.

Derivatives embedded in other contracts are separated and treated as stand-alone derivatives when their risks and characteristics are not closely related to those of their host contracts and the respective host contracts are not carried at fair value.

In case of regular way purchase or sale (purchase or sale under a contract whose terms require delivery within the time frame established by regulation or convention in the market place), the settlement date is used for both initial recognition and subsequent derecognition.

At each balance sheet date, the Group assesses whether its financial assets are to be impaired. Impairment losses are recognised in the income statement where there is objective evidence of impairment, such as where the issuer is in bankruptcy, default or other significant financial difficulty. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment. Impairment losses are reversed when the reversal can be objectively related to an event occurring after the recognition of the impairment loss. For debt instruments measured at amortised cost or fair value, the reversal is recognised in the income statement. For equity instruments classified as available for sale, the reversal is recognised in other comprehensive income. Impairment losses on financial assets carried at cost because their fair value cannot be reliably measured are never reversed.

Financial assets are derecognised (in full or partly) when substantially all the Group's rights to cash flows from the respective assets have expired or have been transferred and the Group has neither exposure to substantially all the risks inherent in those assets nor entitlement to rewards from them.

The Group classifies its financial assets into the following categories: loans and receivables, financial assets designated at fair value through income statement, held-for-trading and available-for-sale assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. This category includes the following classes of financial assets: loans; trade and other receivables and cash at bank and in hand.

Subsequent to initial measurement, loans and receivables are carried at amortised cost using the effective interest rate method less appropriate allowances for doubtful receivables.

Allowances for doubtful receivables represent the Group's estimates of losses that could arise from the failure or inability of customers to make payments when due. These estimates are based on the ageing of customers' balances, specific credit circumstances and the Group's historical bad receivables experience.

Loans and receivables are further classified as current and non-current depending whether these will be realised within twelve months after the balance sheet date or beyond.

Designated at fair value through income statement

Certain investments are designated at fair value through income statement because this reduces an accounting mismatch which would otherwise arise due the remeasurement of certain liabilities using current market prices as inputs.

Held-for-trading assets

Held-for-trading assets are derivative financial instruments.

Subsequent to initial measurement, held-for-trading assets are carried at fair value and all their gains and losses, realised and unrealised, are recognised in the income statement.

Available-for-sale assets

Available-for-sale assets are those non-derivative financial assets that are either designated as such upon initial recognition or are not classified in any of the other financial assets categories. This category includes the following classes of financial assets: bonds, equities, commercial paper, time deposits and other investments. They are included in non-current financial assets unless an investment matures or management intends to dispose of it within 12 months of the end of the reporting period. In that case it would be accounted for as short-term investments, or cash and cash equivalents, as appropriate.

Subsequent to initial measurement, available-for-sale assets are stated at fair value with all unrealised gains or losses recognised against other comprehensive income until their disposal when such gains or losses are recognised in the income statement.

Interest earned on available-for-sale assets is calculated using the effective interest rate method and is recognised in the income statement.

Financial liabilities at amortised cost
Financial liabilities are initially recognised at the fair value of consideration received less directly attributable transaction costs.

Subsequent to initial measurement, financial liabilities are recognised at amortised cost unless they are part of a fair value hedge relationship (refer to fair value hedges). The difference between the initial carrying amount of the financial liabilities and their redemption value is recognised in the income statement over the contractual terms using the effective interest rate method. This category includes the following classes of financial liabilities: trade and other payables; commercial paper; bonds and other financial liabilities.

Financial liabilities at amortised cost are further classified as current and non-current depending whether these will fall due within 12 months after the balance sheet date or beyond.

Financial liabilities are derecognised (in full or partly) when either the Group is discharged from its obligation, they expire, are cancelled or replaced by a new liability with substantially modified terms.

Derivative financial instruments
A derivative is a financial instrument that changes its values in response to changes in the underlying variable, requires no or little net initial investment and is settled at a future date. Derivatives are mainly used to manage exposures to foreign exchange, interest rate and commodity price risk.

Derivatives are initially recognised at fair value. They are subsequently remeasured at fair value on a regular basis and at each reporting date as a minimum. The fair values of exchange-traded derivatives are based on market prices, while the fair value of the over-the-counter derivatives are determined using accepted mathematical models based on market data.

Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

The Group's derivatives mainly consist of currency forwards, futures, options and swaps; commodity futures and options; interest rate forwards, futures, options and swaps.

Hedge accounting
The Group designates and documents certain derivatives as hedging instruments against changes in fair values of recognised assets and liabilities (fair value hedges), highly probable forecast transactions (cash flow hedges) and hedges of net investments in foreign operations (net investment hedges). The effectiveness of such hedges is assessed at inception and verified at regular intervals and at least on a quarterly basis, using prospective and retrospective testing.

Fair value hedges
The Group uses fair value hedges to mitigate foreign currency and interest rate risks of its recognised assets and liabilities.

The changes in fair values of hedging instruments are recognised in the income statement. Hedged items are also adjusted for the risk being hedged, with any gain or loss being recognised in the income statement.

Cash flow hedges
The Group uses cash flow hedges to mitigate a particular risk associated with a recognised asset or liability or highly probable forecast transactions, such as anticipated future export sales, purchases of equipment and raw materials, as well as the variability of expected interest payments and receipts.

The effective part of the changes in fair value of hedging instruments is recognised in other comprehensive income, while any ineffective part is recognised immediately in the income statement. When the hedged item results in the recognition of a non-financial asset or liability, including acquired businesses, the gains or losses previously recognised in other comprehensive income are included in the measurement of the cost of the asset or of the liability. Otherwise the gains or losses previously recognised in other comprehensive income are removed and recognised in the income statement at the same time as the hedged transaction.

Net investment hedges
The Group uses net investment hedges to mitigate translation exposure on its net investments in affiliated companies.

The changes in fair values of hedging instruments are taken directly to other comprehensive income together with gains or losses on the foreign currency translation of the hedged investments. All of these fair value gains or losses are deferred in equity until the investments are sold or otherwise disposed of.

Undesignated derivatives
Undesignated derivatives are comprised of two categories. The first includes derivatives acquired in the frame of risk management policies for which hedge accounting is not applied. The second category relates to derivatives that are acquired with the aim of delivering performance over agreed benchmarks.

Subsequent to initial measurement, undesignated derivatives are carried at fair value and all their gains and losses, realised and unrealised, are recognised in the income statement.

Fair value

The Group determines the fair value of its financial instruments on the basis of the following hierarchy:

i) The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date. Examples include commodity derivative assets and liabilities and other financial assets such as investments in equity and debt securities.
ii) The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate.
iii) The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Group carries such instruments at cost less impairment, if applicable.

Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand and other short-term highly liquid investments with maturities of three months or less from the initial recognition.

Short-term investments

Short-term investments are those which have maturities of more than three months at initial recognition and which are expected to be realised within 12 months after the reporting date.

Inventories

Raw materials and purchased finished goods are valued at purchase cost. Work in progress and manufactured finished goods are valued at production cost. Production cost includes direct production costs and an appropriate proportion of production overheads and factory depreciation. The cost of inventories includes the gains/losses on qualified cash flow hedges for the purchase of raw materials and finished goods.

Raw material inventories and purchased finished goods are accounted for using the FIFO (first in, first out) method. The weighted average cost method is used for other inventories.

An allowance is established when the net realisable value of any inventory item is lower than the value calculated above.

Prepayments and accrued income

Prepayments and accrued income comprise payments made in advance relating to the following year, and income relating to the current year, which will not be invoiced until after the balance sheet date.

Property, plant and equipment

Property, plant and equipment are shown on the balance sheet at their historical cost. Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will be realised. The carrying amount of a replaced part is derecognised. All other repairs and maintenance are charged to the income statement.

Depreciation is provided on components that have homogenous useful lives by using the straight-line method so as to depreciate the initial cost down to the residual value over the estimated useful lives. The residual values are 30% on head offices and nil for all other asset types. The useful lives are as follows:

Buildings	20–40 years
Machinery and equipment	10–25 years
Tools, furniture, information technology and sundry equipment	3–10 years
Vehicles	3–8 years

Land is not depreciated.

Useful lives, components and residual amounts are reviewed annually. Such a review takes into consideration the nature of the assets, their intended use including but not limited to the closure of facilities and the evolution of the technology and competitive pressures that may lead to technical obsolescence.

Depreciation of property, plant and equipment is allocated to the appropriate headings of expenses by function in the income statement.

Borrowing costs incurred during the course of construction are capitalised if the assets under construction are significant and if their construction requires a substantial period to complete (typically more than one year). The capitalisation rate is determined on the basis of the short-term borrowing rate for the period of construction. Premiums capitalised for leasehold land or buildings are amortised over the length of the lease. Government grants are recognised in accordance with the deferral method, whereby the grant is set up as deferred income which is released to the income statement over the useful life of the related assets. Grants that are not related to assets are credited to the income statement when they are received.

Leased assets

Leasing agreements which transfer to the Group substantially all the rewards and risks of ownership of an asset are treated as finance leases. All other leases are classified as operating leases.

Assets acquired under finance leases are capitalised and depreciated in accordance with the Group's policy on property, plant and equipment unless the lease term is shorter. Land and building leases are recognised separately provided an allocation of the lease payments between these categories is reliable. Finance leases are capitalised at the lower of the fair value of the leased property and the present value of the minimum lease payments. The associated obligations are included under financial debt.

Rentals under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

The costs of the agreements that do not take the legal form of a lease but convey the right to use an asset are separated into lease payments and other payments if the entity has the control of the use or of the access to the asset or takes essentially all the output of the asset. Then the entity determines whether the lease component of the agreement is a finance or an operating lease.

Business combinations and related goodwill

Business combinations are accounted for using the acquisition method. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The consideration transferred is measured at fair value and includes the fair value of any contingent consideration. Subsequent changes in contingent consideration, when not classified as equity, are recognised in the income statement. The acquisition-related costs are charged to the income statement in the period in which they are incurred. Where not all of the equity of a subsidiary is acquired the non-controlling interests are recognised at the non-controlling interest's share of the acquiree's net identifiable assets. Upon obtaining control in a business combination achieved in stages, the Group remeasures its previously held equity interest at fair value and recognises a gain or a loss to the income statement.

Goodwill is recorded when the sum of the fair value of consideration transferred plus the fair value of any existing Nestlé ownership interest in the acquiree and the amount of any non-controlling interest exceeds the fair value of the acquiree's net assets. If the fair value of the acquiree's net assets exceeds this amount a gain is recognised immediately in the income statement.

Acquisitions and disposals of non-controlling interests

The Group treats transactions with non-controlling interests that do not result in loss of control as transactions with equity holders in their capacity as equity holders. For purchases of shares from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. The same principle is applied to disposals of shares to non-controlling interests.

Intangible assets

This heading includes intangible assets that are internally generated or acquired either separately or in a business combination when they are identifiable and can be reliably measured. Intangible assets are considered to be identifiable if they arise from contractual or other rights, or if they are separable (i.e. they can be disposed of either individually or together with other assets). Intangible assets comprise indefinite life intangible assets and finite life intangible assets. Internally generated intangible assets are capitalised, provided they generate future economic benefits and their costs are clearly identifiable.

Indefinite life intangible assets are those for which there is no foreseeable limit to their useful economic life as they arise from contractual or other legal rights that can be renewed without significant cost and are the subject of continuous marketing support. They are not amortised but tested for impairment annually or more frequently if an impairment indicator is triggered. They mainly comprise certain brands, trademarks and intellectual property rights. The assessment of the classification of intangible assets as indefinite is reviewed annually.

Finite life intangible assets are those for which there is an expectation of obsolescence that limits their useful economic life or where the useful life is limited by contractual or other terms. They are amortised over the shorter of their contractual or useful economic lives. They comprise mainly management information systems, patents and rights to carry on an activity (e.g. exclusive rights to sell products or to perform a supply activity). Finite life intangible assets are amortised on a straight-line basis assuming a zero residual value: management information systems over a period ranging from 3 to 5 years; and other finite life intangible assets over 5 to 20 years. Useful lives and residual values are reviewed annually. Amortisation of intangible assets is allocated to the appropriate headings of expenses by function in the income statement.

Research and development
Internal research costs are charged to the income statement in the year in which they are incurred. Development costs are only recognised as assets on the balance sheet if all the recognition criteria set by IAS 38 – Intangible Assets are met before the products are launched on the market. Development costs are therefore charged to the income statement in the year in which they are incurred due to uncertainties inherent in the development of new products because the expected future economic benefits cannot be reliably determined. As long as the products have not reached the market place, there is no reliable evidence that positive future cash flows would be obtained.

Payments made to third parties in order to in-license or acquire intellectual property rights, compounds and products are capitalised as they are separately identifiable and are expected to generate future benefits.

Other development costs (essentially management information system software) are capitalised provided that there is an identifiable asset that will be useful in generating future benefits in terms of savings, economies of scale, etc.

Impairment of goodwill and indefinite life intangible assets
Goodwill and indefinite life intangible assets are tested for impairment at least annually and upon the occurrence of an indication of impairment.

The impairment tests are performed annually at the same time each year and at the cash generating unit (CGU) level. The Group defines its CGU for goodwill impairment testing based on the way that it monitors and derives economic benefits from the acquired goodwill. For indefinite life intangible assets, the Group defines its CGU as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The impairment tests are performed by comparing the carrying value of the assets of these CGU with their recoverable amount, based on their future projected cash flows discounted at an appropriate pre-tax rate of return. Usually, the cash flows correspond to estimates made by Group Management in financial plans and business strategies covering a period of five years. They are then projected to 50 years using a steady or declining growth rate given that the Group businesses are of a long-term nature. The Group assesses the uncertainty of these estimates by making sensitivity analyses. The discount rate reflects the current assessment of the time value of money and the risks specific to the CGU (essentially country risk). The business risk is included in the determination of the cash flows. Both the cash flows and the discount rates exclude inflation.

An impairment loss in respect of goodwill is never subsequently reversed.

Impairment of property, plant and equipment and finite life intangible assets
Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amounts of the Group's property, plant and equipment and finite life intangible assets. Indication could be unfavourable development of a business under competitive pressures or severe economic slowdown in a given market as well as reorganisation of the operations to leverage their scale. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, based on the time value of money and the risks specific to the country where the assets are located. The risks specific to the asset are included in the determination of the cash flows.

Assets that suffered an impairment are tested for possible reversal of the impairment at each reporting date if indications exist that impairment losses recognised in prior periods no longer exist or have decreased.

Assets held for sale and discontinued operations
Non-current assets held for sale (and disposal groups) are presented separately in the current section of the balance sheet. Immediately before the initial classification of the assets (and disposal groups) as held for sale, the carrying amounts of the assets (or all the assets and liabilities in the disposal groups) are measured in accordance with their applicable accounting policy. Non-current assets held for sale (and disposal groups) are subsequently measured at the lower of their carrying amount and fair value less cost to sell. Non-current assets held for sale (and disposal groups) are no longer depreciated.

Upon occurrence of discontinued operations, the income statement of the discontinued operations is presented separately in the consolidated income statement. Comparative information is restated accordingly. Balance sheet and cash flow information related to discontinued operations are disclosed separately in the notes.

Provisions

Provisions comprise liabilities of uncertain timing or amount that arise from restructuring plans, environmental, litigation and other risks. Provisions are recognised when there exists a legal or constructive obligation stemming from a past event and when the future cash outflows can be reliably estimated. Obligations arising from restructuring plans are recognised when detailed formal plans have been established and when there is a valid expectation that such plans will be carried out by either starting to implement them or announcing their main features. Obligations under litigations reflect Group Management's best estimate of the outcome based on the facts known at the balance sheet date.

Contingent assets and liabilities

Contingent assets and liabilities are possible rights and obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not fully within the control of the Group. They are disclosed in the notes.

Post-employment benefits

The liabilities of the Group arising from defined benefit obligations, and the related current service cost, are determined using the projected unit credit method. Actuarial advice is provided both by external consultants and by actuaries employed by the Group. The actuarial assumptions used to calculate the defined benefit obligations vary according to the economic conditions of the country in which the plan is located. Such plans are either externally funded (in the form of independently administered funds) or unfunded.

The deficit or excess of the fair value of plan assets over the present value of the defined benefit obligation is recognised as a liability or an asset on the balance sheet. An excess of assets is recognised only to the extent that it represents a future economic benefit which is available in the form of refunds from the plan or reductions in future contributions to the plan. When these criteria are not met, it is not recognised but is disclosed in the notes. Impacts of minimum funding requirements in relation to past service are considered when determining pension obligations.

Pension cost charged to the income statement consists of service cost (current and past service cost, gains and losses arising from settlement), net interest expense or income and administration costs (other than costs of managing plan assets). Past service cost is recognised at the earlier of the following dates:

– when the plan amendment or curtailment occurs; and
– when the related restructuring costs or termination benefits are recognised.

Remeasurements of the defined benefit plans are reported in other comprehensive income. They correspond to the actual return on plan assets, excluding interest income, changes in actuarial assumptions and differences between actuarial assumptions and what has actually occurred.

Some benefits are also provided by defined contribution plans. Contributions to such plans are charged to the income statement as incurred.

Equity compensation plans

The Group has equity-settled and cash-settled share-based payment transactions.

Equity-settled share-based payment transactions are recognised in the income statement with a corresponding increase in equity over the vesting period. They are fair valued at grant date and measured using generally accepted pricing models. The cost of equity-settled share-based payment transactions is adjusted annually by the expectations of vesting, for the forfeitures of the participants' rights that no longer satisfy the plan conditions, as well as for early vesting.

Liabilities arising from cash-settled share-based payment transactions are recognised in the income statement over the vesting period. They are fair valued at each reporting date and measured using generally accepted pricing models. The cost of cash-settled share-based payment transactions is adjusted for the forfeitures of the participants' rights that no longer satisfy the plan conditions, as well as for early vesting.

Accruals and deferred income

Accruals and deferred income comprise expenses relating to the current year, which will not be invoiced until after the balance sheet date, and income received in advance relating to the following year.

Dividend

In accordance with Swiss law and the Company's Articles of Association, dividend is treated as an appropriation of profit in the year in which it is ratified at the Annual General Meeting and subsequently paid.

Events occurring after the balance sheet date

The values of assets and liabilities at the balance sheet date are adjusted if there is evidence that subsequent adjusting events warrant a modification of these values. These adjustments are made up to the date of approval of the Consolidated Financial Statements by the Board of Directors. Other non-adjusting events are disclosed in the notes.

Changes in accounting policies

The Group has applied the following new International Financial Reporting Standards (IFRS) and revised International Accounting Standards (IAS) as from 1 January 2013 onwards.

IFRS 10 – Consolidated Financial Statements

This standard introduces a new single control model as the basis for consolidation applicable to all investees. It also introduces a changed definition of control. The Group is deemed to control a company when it is exposed, or has rights, to variable returns from its involvement with that company and has the ability to affect those returns through its power over the company.

It has been applied for the first time retrospectively in compliance with the transitional provisions and did not have a material impact on the Group's Financial Statements.

IFRS 11 – Joint Arrangements

This standard establishes principles for the financial reporting by parties to a joint arrangement. The standard affected the Group's accounting for companies over which the Group exercises joint control with partners. Joint control exists if decisions regarding the relevant activities require the unanimous consent of the parties sharing control. Joint arrangements are classified as either joint ventures or joint operations. The Group's main joint arrangements (Cereal Partners Worldwide and Galderma), which were previously included by proportionate consolidation, are now classified as joint ventures under IFRS 11 and are therefore accounted for using the equity method in accordance with the provisions of the amended IAS 28 – Investments in Associates and Joint Ventures. In relation to its interest in joint operations the Group recognises its share of assets, liabilities, revenues and expenses in accordance with its rights and obligations.

IFRS 11 was applied retrospectively in accordance with the transitional provisions. The change affected almost all Financial Statement line items resulting in decreasing revenues and expenses, assets and liabilities. Nevertheless, profit for the year and equity were unchanged.

2012 comparatives have been restated (see Note 22 for a summary of the restatement).

IFRS 12 – Disclosure of Interests in Other Entities

This standard combines, enhances and replaces disclosure requirements for subsidiaries, joint arrangements, associates and unconsolidated structured entities. The Group has modified its disclosures accordingly.

IFRS 13 – Fair Value Measurement

This standard applies when other IFRS require or permit fair value measurements. It defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements.

It was applied prospectively, in accordance with the transitional provisions and did not have a material impact on the Group's Financial Statements. The Group has modified its disclosures accordingly.

The related amendment to IAS 36 – Impairment of Assets on the disclosure of the recoverable amount for non-financial assets has been early adopted, in accordance with the transitional provisions.

IAS 19 Revised 2011 – Employee Benefits

The amendments that had the most significant impact included:

- the replacement of the expected return on plan assets and interest costs on the defined benefit obligation with a single net interest component. This net interest component is calculated by applying the discount rate to the net defined benefit liability (or asset) and is now recognised within financial income and expense;
- the immediate recognition of all past service costs.

These changes affected the profit for the year and the earnings per share by increasing employee benefit costs of the Group. These changes also impacted the amounts presented in other comprehensive income, and the net employee benefit liabilities/(assets) in the balance sheet.

The Group applied IAS 19 Revised 2011 retrospectively and 2012 comparatives have been restated (see Note 22 for a summary of the restatement).

Improvements and other amendments to IFRS/IAS

A number of standards have been modified on miscellaneous points. Such changes include IAS 1 – Presentation of Financial Statements, which requires entities to separate items presented in other comprehensive income into two groups, based on whether or not they may be recycled to the income statement in the future.

The Group has modified its disclosures accordingly. None of these amendments had a material effect on the Group's Financial Statements.

Changes in IFRS that may affect the Group after 31 December 2013

The following new standards, interpretations and amendments to existing standards have been published and are mandatory for the accounting period beginning on 1 January 2014, unless otherwise stated. The Group has not early adopted them.

IFRS 9 – Financial Instruments
The standard addresses the classification, measurement and derecognition of financial assets, financial liabilities and hedge accounting.

The standard will affect the Group's accounting for its available-for-sale financial assets, as IFRS 9 only permits the recognition of fair value gains and losses in other comprehensive income if they relate to equity investments that are not held for trading. Such gains and losses are never reclassified to the income statement at a later date. There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value to income statement, and the Group does not have any such liabilities. The standard will affect how hedge accounting is applied and related disclosures. The potential impact on the Group's Financial Statements is currently being assessed.

The effective date of the standard has not yet been published, and is not expected to be earlier than 1 January 2017.

IFRIC 21 – Levies
The publication contains guidance on when a liability should be recognised in respect of governmental levies in accordance with IAS 37 – Provisions. The interpretation is to be applied retrospectively from 1 January 2014 and is not expected to have a material impact on the Group's accounting for financial liabilities.

Improvements and other amendments to IFRS/IAS
A number of standards have been modified on miscellaneous points. None of these amendments are expected to have a material effect on the Group's Financial Statements.

2. Acquisitions and disposals of businesses

2.1 Modification of the scope of consolidation

The scope of consolidation has been affected by acquisitions and disposals made in 2013.

Main acquisition

Pamlab, USA, healthcare products (Nutrition and HealthCare), 100% (April).

Disposals

Wyeth Nutrition, sale of participations in Latin America, Australia and South Africa, infant formula (Nutrition and HealthCare).
Jenny Craig, USA and Oceania, weight management (Nutrition and HealthCare), 100% (November).
Other minor disposals including Joseph's Gourmet Pasta, USA, filled frozen pasta (Prepared dishes and cooking aids), 100% (December).

2.2 Acquisitions of businesses

The major classes of assets acquired and liabilities assumed at the acquisition date are:

In millions of CHF

	2013			2012
	Total	Wyeth Nutrition	Other acquisitions	Total
Property, plant and equipment	35	1 144	142	1 286
Intangible assets [(a)]	125	4 510	(36)	4 474
Inventories and other assets [(b)]	39	1 092	49	1 141
Assets held for sale (see Note 2.3)	—	357	—	357
Financial debt	(1)	(6)	(2)	(8)
Employee benefits, deferred taxes and provisions	(41)	(118)	—	(118)
Other liabilities	(26)	(371)	(101)	(472)
Fair value of identifiable net assets	**131**	**6 608**	**52**	**6 660**

(a) Mainly brands and intellectual property rights.
(b) Including in 2012 for Wyeth Nutrition the fair value of trade receivables of CHF 360 million with a gross contractual amount of CHF 395 million and estimated cash flows of CHF 35 million not expected to be collected.

Since the valuation of the assets and liabilities of recently acquired businesses is still in process, the values are determined provisionally.

The goodwill arising on acquisitions and the cash outflow are:

In millions of CHF

	2013			2012
	Total	Wyeth Nutrition	Other acquisitions	Total
Fair value of consideration transferred	**382**	**11 268**	**45**	**11 313**
Non-controlling interests [(a)]	3	—	33	33
Fair value of identifiable net assets	(131)	(6 608)	(52)	(6 660)
Goodwill	**254**	**4 660**	**26**	**4 686**

(a) Non-controlling interests have been measured based on their proportionate interest in the recognised amounts of net assets of the entities acquired.

In millions of CHF

	2013	2012		
	Total	Wyeth Nutrition	Other acquisitions	Total
Fair value of consideration transferred	**382**	11 268	45	**11 313**
Cash and cash equivalents acquired	**(1)**	(232)	(19)	**(251)**
Consideration payable	**(3)**	(190)	—	**(190)**
Settled in treasury shares [(a)]	**(280)**	—	—	**—**
Payment of consideration payable on prior years acquisitions	**223**	—	44	**44**
Cash outflow on acquisitions	**321**	**10 846**	**70**	**10 916**

(a) Four million Nestlé S.A. shares were given as consideration. The number of shares was based on the purchase price of the business. The fair value of the shares transferred was based on the market price at the date of acquisition of CHF 69.50 per share.

The consideration transferred consists of payments made in cash with some consideration remaining payable, as well as treasury shares.

For Wyeth Nutrition, since the acquisition date, and as per the terms of the agreement signed in 2012, the initial fair value of consideration transferred of CHF 11 078 million has been adjusted to CHF 11 268 million. It included a CHF 1272 million liability to the former shareholder that was immediately settled in 2012 and some consideration remaining payable settled in 2013. Cash outflow includes the results on hedging a part of the consideration payable. The total 2012 and 2013 net cash outflow for the Wyeth Nutrition acquisition amounts to CHF 11 036 million.

Wyeth Nutrition acquired in November 2012

On 30 November 2012, the Group acquired from Pfizer Inc. 100% of its Infant Nutrition business, the Wyeth Nutrition business. Wyeth Nutrition is a dynamic, high-quality infant nutrition business that complements Nestlé's existing portfolio with strong brands in key segments and geographies. 85% of Wyeth Nutrition's sales are in emerging markets.

Adjustments to the provisional values of net assets have been recognised during the year. Accordingly, the 2012 consolidated balance sheet has been adjusted retrospectively.

The major classes of assets acquired and liabilities assumed at the acquisition date are:

In millions of CHF

	2012 adjusted	2012 as originally published
Property, plant and equipment	**1 144**	908
Intangible assets [(a)]	**4 510**	4 589
Inventories and other assets [(b)]	**1 092**	1 059
Assets held for sale (see Note 2.3)	**357**	787
Financial debt	**(6)**	(6)
Employee benefits, deferred taxes and provisions	**(118)**	(100)
Other liabilities	**(371)**	(350)
Fair value of identifiable net assets	**6 608**	**6 887**

(a) Brands and intellectual property rights.
(b) Including the fair value of trade receivables of CHF 360 million with a gross contractual amount of CHF 395 million and estimated cash flows of CHF 35 million not expected to be collected.

The final goodwill arising on the acquisition is as follows:

In millions of CHF

	2012 adjusted	2012 as originally published
Fair value of consideration transferred	**11 268**	**11 078**
Fair value of identifiable net assets	(6 608)	(6 887)
Goodwill	**4 660**	**4 191**

Acquisition-related costs

Acquisition-related costs, which mostly relate to the acquisition of Wyeth Nutrition, have been recognised under Other operating expenses in the income statement (Note 4.2) for an amount of CHF 20 million (2012: CHF 82 million – mostly related to Wyeth Nutrition).

2.3 Assets held for sale

As of 31 December 2012, assets held for sale were mainly composed of participations in Wyeth Nutrition businesses which the Group did not control. They have been disposed of during the year.

As of 31 December 2013, assets held for sale are mainly composed of businesses which management committed to sell during the second half of 2013, and where the completion of the sale within twelve months of classification is considered to be highly probable. Accordingly, assets and liabilities of these businesses have been reclassified as disposal groups held for sale.

The Performance Nutrition business, which is part of the Nestlé Nutrition operating segment, is the main component of the assets and liabilities held for sale as of 31 December 2013. An impairment loss on goodwill of CHF 84 million has been recognised in other operating expenses to arrive at the estimated net selling price based on discussions with potential purchasers which were ongoing at year-end (categorised as Level 3 in accordance to IFRS 13). The related cumulative loss in other comprehensive income has been estimated at CHF 292 million.

The sale was subsequently announced by the Group on 3 February 2014 and is subject to customary closing conditions.

2.4 Disposals of businesses

Cash inflow on disposals of businesses mainly relates to the disposal of assets held for sale with regards of the Wyeth Nutrition's acquisition (see Note 2.3).

The loss on disposals of businesses (see Note 4.2) almost entirely relates to Jenny Craig (weight management) and Joseph's Gourmet Pasta (filled frozen pasta). For these two businesses goodwill of CHF 538 million, intangible assets of CHF 344 million and other net assets of CHF 52 million have been derecognised from the balance sheet. A related cumulative loss in other comprehensive income amounting to CHF 214 million has been recycled in the income statement.

3. Analyses by segment

3.1 Operating segments

Revenue and results

In millions of CHF

2013

	Sales (a)	Trading operating profit	Net other trading income/(expenses) *	of which impairment of assets other than goodwill	of which restructuring costs	Impairment of goodwill
Zone Europe	15 568	2 331	(115)	(33)	(54)	(2)
Zone Americas	28 375	5 151	(416)	(31)	(91)	—
Zone Asia, Oceania and Africa	18 859	3 558	(37)	(7)	(13)	—
Nestlé Waters	7 231	680	(23)	(11)	3	(5)
Nestlé Nutrition	9 826	1 961	(78)	(11)	(34)	(84)
Other (b)	12 299	2 175	(67)	(43)	(18)	(23)
Unallocated items (c)	—	(1 809)	(109)	(7)	(67)	—
Total	**92 158**	**14 047**	**(845)**	**(143)**	**(274)**	**(114)**

* included in Trading operating profit

In millions of CHF

2012

	Sales (a)	Trading operating profit	Net other trading income/(expenses) *	of which impairment of assets other than goodwill	of which restructuring costs	Impairment of goodwill
Zone Europe	15 388	2 363	(90)	(40)	(40)	—
Zone Americas	28 613	5 346	(247)	(13)	15	—
Zone Asia, Oceania and Africa	18 875	3 579	(10)	9	(19)	—
Nestlé Waters	7 174	640	(40)	(20)	(15)	(1)
Nestlé Nutrition	7 858	1 509	(32)	(3)	(6)	(12)
Other (b)	11 813	2 064	(60)	(5)	(23)	(1)
Unallocated items (c)	—	(2 037)	(17)	(2)	—	—
Total	**89 721**	**13 464**	**(496)**	**(74)**	**(88)**	**(14)**

* included in Trading operating profit

(a) Inter-segment sales are not significant.
(b) Mainly Nespresso, Nestlé Professional and Nestlé Health Science.
(c) Refer to the Segment reporting section of Note 1 – Accounting policies for the definition of unallocated items.

Refer to Note 3.3 for the reconciliation from trading operating profit to profit before taxes, associates and joint ventures.

Assets and other information

In millions of CHF

2013

	Segment assets	of which goodwill and intangible assets	Capital additions	of which capital expenditure	Depreciation and amortisation of segment assets
Zone Europe	11 779	2 229	980	964	(517)
Zone Americas	21 252	9 058	1 134	1 019	(769)
Zone Asia, Oceania and Africa	14 169	4 284	1 279	1 280	(520)
Nestlé Waters	6 033	1 575	405	377	(442)
Nestlé Nutrition	22 517	14 089	562	430	(337)
Other [a]	9 564	3 709	1 091	642	(437)
Unallocated items [b]	11 060	8 768	293	216	(143)
Inter-segment eliminations	(2 021)	—	—	—	—
Total segments	**94 353**	**43 712**	**5 744**	**4 928**	**(3 165)**
Non-segment assets	26 089				
Total	**120 442**				

In millions of CHF

2012

	Segment assets	of which goodwill and intangible assets	Capital additions	of which capital expenditure	Depreciation and amortisation of segment assets
Zone Europe	11 804	2 251	1 038	1 019	(533)
Zone Americas	22 485	9 555	1 149	1 073	(899)
Zone Asia, Oceania and Africa	14 329	4 454	1 699	1 564	(553)
Nestlé Waters	6 369	1 654	424	407	(491)
Nestlé Nutrition	24 279	15 515	10 902	426	(176)
Other [a]	9 081	3 460	596	550	(295)
Unallocated items [b]	11 208	8 817	236	234	(102)
Inter-segment eliminations	(1 937)	—	—	—	—
Total segments	**97 618**	**45 706**	**16 044**	**5 273**	**(3 049)**
Non-segment assets	28 259				
Total	**125 877**				

(a) Mainly Nespresso, Nestlé Professional and Nestlé Health Science.
(b) Refer to the Segment reporting section of Note 1 – Accounting policies for the definition of unallocated items.

3.2 Products
Revenue and results

In millions of CHF

2013	Sales	Trading operating profit	Net other trading income/(expenses) *	of which impairment of assets other than goodwill	of which restructuring costs	Impairment of goodwill
Powdered and Liquid Beverages	20 495	4 649	(95)	(21)	(27)	—
Water	6 773	678	(21)	(9)	3	(5)
Milk products and Ice cream	17 357	2 632	(177)	(14)	(44)	—
Nutrition and HealthCare	11 840	2 228	(120)	(44)	(38)	(107)
Prepared dishes and cooking aids	14 171	1 876	(120)	(28)	(61)	—
Confectionery	10 283	1 630	(86)	(19)	(23)	—
PetCare	11 239	2 163	(117)	(1)	(17)	—
Unallocated items (a)	—	(1 809)	(109)	(7)	(67)	(2)
Total	**92 158**	**14 047**	**(845)**	**(143)**	**(274)**	**(114)**

* included in Trading operating profit

In millions of CHF

2012	Sales	Trading operating profit	Net other trading income/(expenses) *	of which impairment of assets other than goodwill	of which restructuring costs	Impairment of goodwill
Powdered and Liquid Beverages	20 248	4 445	(92)	(8)	(31)	—
Water (b)	6 747	636	(39)	(20)	(15)	(1)
Milk products and Ice cream	17 344	2 704	(145)	(11)	(14)	—
Nutrition and HealthCare	9 737	1 778	(44)	(3)	(9)	(11)
Prepared dishes and cooking aids	14 394	2 029	(63)	(13)	(15)	(1)
Confectionery	10 441	1 765	(93)	(15)	(16)	—
PetCare	10 810	2 144	(3)	(2)	12	—
Unallocated items (a)	—	(2 037)	(17)	(2)	—	(1)
Total	**89 721**	**13 464**	**(496)**	**(74)**	**(88)**	**(14)**

* included in Trading operating profit

(a) Refer to the Segment reporting section of Note 1 – Accounting policies for the definition of unallocated items.
(b) Beverages other than Water sold by Nestlé Waters (mainly RTD Teas and Juices) have been reclassified to Powdered and Liquid Beverages.

Refer to Note 3.3 for the reconciliation from trading operating profit to profit before taxes, associates and joint ventures.

Assets and liabilities

In millions of CHF

			2013
	Assets	of which goodwill and intangible assets	Liabilities
Powdered and Liquid Beverages	11 044	477	4 607
Water	6 209	1 621	1 747
Milk products and Ice cream	14 805	5 220	3 773
Nutrition and HealthCare	28 699	18 648	3 838
Prepared dishes and cooking aids	13 289	6 373	2 761
Confectionery	8 190	2 071	2 611
PetCare	14 064	9 185	1 819
Unallocated items [(a)] and intra-group eliminations	1 081	2 146	(2 821)
Total	**97 381**	**45 741**	**18 335**

In millions of CHF

			2012
	Assets	of which goodwill and intangible assets	Liabilities
Powdered and Liquid Beverages	10 844	413	4 270
Water [(b)]	6 442	1 682	1 742
Milk products and Ice cream	14 995	5 336	3 607
Nutrition and HealthCare	19 469	11 475	3 212
Prepared dishes and cooking aids	13 479	6 451	2 753
Confectionery	8 343	2 104	2 374
PetCare	13 996	9 252	1 638
Unallocated items [(a)] and intra-group eliminations	1 004	2 151	(2 806)
Total	**88 572**	**38 864**	**16 790**

(a) Refer to the Segment reporting section of Note 1 – Accounting policies for the definition of unallocated items.
(b) Beverages other than Water sold by Nestlé Waters (mainly RTD Teas and Juices) have been reclassified to Powdered and Liquid Beverages.

3.3 Reconciliation from trading operating profit to profit before taxes, associates and joint ventures

In millions of CHF

	2013	2012
Trading operating profit	14 047	13 464
Impairment of goodwill	(114)	(14)
Net other operating income/(expenses) excluding impairment of goodwill	(865)	(62)
Operating profit	**13 068**	**13 388**
Net financial income/(expense)	(631)	(705)
Profit before taxes, associates and joint ventures	**12 437**	**12 683**

3.4 Customers

There is no single customer amounting to 10% or more of Group's revenues.

3.5 Geography (top ten countries and Switzerland)

In millions of CHF

	2013		2012	
	Sales	Non-current assets (a)	Sales	Non-current assets (a)
USA	23 334	15 161	23 265	16 309
Greater China Region	6 618	5 414	5 118	5 109
France	5 578	1 683	5 538	1 652
Brazil	5 116	1 057	5 054	1 164
Germany	3 321	1 598	3 206	1 429
Mexico	3 179	697	3 169	673
United Kingdom	2 824	1 111	2 730	976
Philippines	2 410	877	2 060	981
Italy	2 098	849	2 169	875
Canada	2 064	552	2 141	615
Switzerland (b)	1 512	2 846	1 504	2 605
Rest of the world and unallocated items	34 104	38 762	33 767	39 894
Total	**92 158**	**70 607**	**89 721**	**72 282**

(a) Relate to property, plant and equipment, intangible assets and goodwill.
(b) Country of domicile of Nestlé S.A.

The analysis of sales by geographic area is stated by customer location.

4. Net other trading and operating income/(expenses)

4.1 Net other trading income/(expenses)

In millions of CHF	Notes	2013	2012
Profit on disposal of property, plant and equipment		24	53
Miscellaneous trading income		96	88
Other trading income		**120**	**141**
Loss on disposal of property, plant and equipment		(9)	(20)
Restructuring costs		(274)	(88)
Impairment of assets other than goodwill	8/10	(143)	(74)
Litigations and onerous contracts [(a)]		(380)	(369)
Miscellaneous trading expenses		(159)	(86)
Other trading expenses		**(965)**	**(637)**
Total net other trading income/(expenses)		**(845)**	**(496)**

(a) Mainly relates to numerous separate legal cases (for example labour, civil and tax litigations), liabilities linked to product withdrawals as well as several separate onerous contracts.

4.2 Net other operating income/(expenses)

In millions of CHF	Notes	2013	2012
Profit on disposal of businesses		33	105
Miscellaneous operating income [(a)]		583	41
Other operating income		**616**	**146**
Loss on disposal of businesses	2	(1 221)	(3)
Impairment of goodwill	9	(114)	(14)
Miscellaneous operating expenses		(260)	(205)
Other operating expenses		**(1 595)**	**(222)**
Total net other operating income/(expenses)		**(979)**	**(76)**

(a) Mainly relates to the disposal of Givaudan shares, which were categorised as available for sale.

5. Net financial income/(expense)

In millions of CHF

	Notes	2013	2012
Interest income		199	108
Interest expense		(580)	(552)
Net financing cost		**(381)**	**(444)**
Interest income on defined benefit plans	11	20	12
Interest expense on defined benefit plans	11	(268)	(249)
Net interest income/(expense) on defined benefit plans		**(248)**	**(237)**
Other		(2)	(24)
Net financial income/(expense)		**(631)**	**(705)**

6. Inventories

In millions of CHF

	2013	2012
Raw materials, work in progress and sundry supplies	3 499	3 815
Finished goods	5 138	5 302
Allowance for write-down to net realisable value	(255)	(178)
	8 382	**8 939**

Inventories amounting to CHF 252 million (2012: CHF 238 million) are pledged as security for financial liabilities.

7. Trade and other receivables

7.1 By type

In millions of CHF

	2013	2012
Trade receivables	9 367	9 539
Other receivables	2 839	3 509
	12 206	**13 048**

The five major customers represent 11% (2012: 10%) of trade and other receivables, none of them individually exceeding 6% (2012: 5%).

7.2 Past due and impaired receivables

In millions of CHF

	2013	2012
Not past due	10 175	10 633
Past due 1–30 days	1 054	1 329
Past due 31–60 days	284	429
Past due 61–90 days	116	166
Past due 91–120 days	103	93
Past due more than 120 days	851	772
Allowance for doubtful receivables	(377)	(374)
	12 206	**13 048**

7.3 Allowance for doubtful receivables

In millions of CHF

	2013	2012
At 1 January	374	365
Currency retranslations	(13)	(3)
Allowance made during the year	95	87
Amounts used and reversal of unused amounts	(74)	(75)
Modification of the scope of consolidation	(5)	—
At 31 December	**377**	**374**

Based on the historic trend and expected performance of the customers, the Group believes that the above allowance for doubtful receivables sufficiently covers the risk of default.

8. Property, plant and equipment

In millions of CHF

	Land and buildings	Machinery and equipment	Tools, furniture and other equipment	Vehicles	Total
Gross value					
At 1 January 2012	13 812	25 895	7 645	955	**48 307**
Currency retranslations	(147)	(642)	(30)	(28)	**(847)**
Capital expenditure (a)	1 395	2 803	947	128	**5 273**
Disposals	(168)	(543)	(609)	(94)	**(1 414)**
Reclassified as held for sale	(17)	(14)	(1)	—	**(32)**
Modification of the scope of consolidation (b)	585	467	(20)	(4)	**1 028**
At 31 December 2012	**15 460**	**27 966**	**7 932**	**957**	52 315
Currency retranslations	(655)	(1 398)	(222)	(27)	**(2 302)**
Capital expenditure (a)	1 330	2 453	1 066	79	**4 928**
Disposals	(82)	(339)	(774)	(104)	**(1 299)**
Reclassified as held for sale	(40)	(139)	(26)	(3)	**(208)**
Modification of the scope of consolidation	(25)	(110)	(159)	(22)	**(316)**
At 31 December 2013	**15 988**	**28 433**	**7 817**	**880**	**53 118**
Accumulated depreciation and impairments					
At 1 January 2012	(4 982)	(14 140)	(5 225)	(500)	**(24 847)**
Currency retranslations	65	259	63	10	**397**
Depreciation	(381)	(1 399)	(773)	(102)	**(2 655)**
Impairments	4	(57)	(21)	—	**(74)**
Disposals	120	486	551	78	**1 235**
Reclassified as held for sale	12	11	1	—	**24**
Modification of the scope of consolidation (b)	26	105	44	6	**181**
At 31 December 2012	**(5 136)**	**(14 735)**	**(5 360)**	**(508)**	(25 739)
Currency retranslations	187	602	190	17	**996**
Depreciation	(428)	(1 360)	(970)	(106)	**(2 864)**
Impairments	(15)	(74)	(20)	—	**(109)**
Disposals	57	269	739	83	**1 148**
Reclassified as held for sale	19	96	17	1	**133**
Modification of the scope of consolidation	16	104	81	11	**212**
At 31 December 2013	**(5 300)**	**(15 098)**	**(5 323)**	**(502)**	**(26 223)**
Net at 31 December 2012	**10 324**	**13 231**	**2 572**	**449**	26 576
Net at 31 December 2013	**10 688**	**13 335**	**2 494**	**378**	**26 895**

(a) Including borrowing costs.
(b) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

At 31 December 2013, property, plant and equipment include CHF 1510 million of assets under construction (2012: CHF 1322 million). Net property, plant and equipment held under finance leases amount to CHF 201 million (2012: CHF 154 million). Net property, plant and equipment of CHF 397 million are pledged as security for financial liabilities (2012: CHF 293 million). Fire risks, reasonably estimated, are insured in accordance with domestic requirements.

Impairment
Impairment of property, plant and equipment arises mainly from the plans to optimise industrial manufacturing capacities by closing or selling inefficient production facilities.

Commitments for expenditure
At 31 December 2013, the Group was committed to expenditure amounting to CHF 724 million (2012: CHF 517 million).

9. Goodwill

In millions of CHF	Notes	2013	2012
Gross value			
At 1 January		34 387	30 554
Currency retranslations		(1 182)	(590)
Goodwill from acquisitions [(a)]	2	254	4 686
Disposals		(558)	(263)
Reclassified as held for sale	2	(271)	—
At 31 December		**32 630**	**34 387**
Accumulated impairments			
At 1 January		(1 699)	(1 941)
Currency retranslations		25	(7)
Impairments		(114)	(14)
Disposals		20	263
Reclassified as held for sale	2	177	—
At 31 December		**(1 591)**	**(1 699)**
Net at 31 December		**31 039**	**32 688**

(a) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

9.1 Impairment charge during the year
The 2013 impairment charge mainly relates to the Performance Nutrition business (CHF 84 million – see Note 2.3).

9.2 Annual impairment tests
Goodwill impairment reviews have been conducted for more than 200 goodwill items allocated to some 50 Cash Generating Units (CGU).

Detailed results of the impairment tests are presented below for the four largest goodwill items, representing more than 50% of the net book value at 31 December 2013. For the purpose of the tests, they have been allocated to the following CGU: Wyeth Nutrition (WN), PetCare by geographical zone, Infant Nutrition excluding WN (IN), Frozen Pizza and Ice Cream USA. For each of the CGU, the recoverable amount is higher than its carrying amount. The recoverable amount has been determined based upon a value-in-use calculation. Deflated cash flow projections covering the next 50 years, discounted at a deflated pre-tax weighted average rate, were used in this calculation. The cash flows for the first five years were based upon financial plans approved by Group Management; years six to ten were based upon Group Management's best expectations, which are consistent with the Group's approved strategy for this period. WN cash flows were based on expectations for the first two years of activity and thereafter on the latest available business plan. Cash flows were assumed to be flat for years eleven to 50, although Group Management expects continuing growth for WN, PetCare and IN. A 1% increase per year has been assumed for years eleven to 50 for Frozen Pizza and Ice Cream USA. Cash flows have been adjusted to reflect the specific business risks.

9.2.1 Wyeth Nutrition

Goodwill related to the 2012 acquisition of Wyeth Nutrition has been allocated for impairment testing purposes to the CGU Wyeth Nutrition. As of 31 December 2013, the carrying amount of goodwill, denominated in various currencies, is CHF 4250 million (2012: CHF 4586 million). Intangible assets with indefinite useful life related to this CGU amount to CHF 4509 million (2012: CHF 4509 million).

Assumptions

A deflated pre-tax weighted average discount rate of 5.7% was used in this calculation.
The main assumptions were the following:

- sales: annual growth between 9.8 and 13.4% over the first ten-year period and flat thereafter;
- trading operating profit margin [a] evolution: improving over the ten-year period, in a range of 30 to 60 basis points per year.

Sensitivity analyses

The key sensitivity for the impairment test is the growth in sales and trading operating profit margin [a]. Assuming no sales growth and no improvement in trading operating profit margin [a] after year four would not result in the carrying amount exceeding the recoverable amount. An increase of 100 basis points in the discount rate assumption would not change the conclusions of the impairment test.

9.2.2 PetCare

The goodwill related to the acquisition of Ralston Purina in 2001 is allocated for impairment testing purposes to three distinct CGU corresponding to the three operating segments that are covering geographically the PetCare business: Zone Europe, Zone Americas and Zone Asia, Oceania and Africa.

As at 31 December, the carrying amounts of goodwill and intangible assets with indefinite useful life included in these CGU, denominated in various currencies, represent an equivalent of:

In millions of CHF	2013			2012		
	Total	of which Zone Europe	of which Zone Americas	**Total**	of which Zone Europe	of which Zone Americas
Goodwill	**8 665**	1 773	6 833	**8 781**	1 753	6 957
Intangible assets with indefinite useful life	**187**	—	155	**192**	—	154
	8 852	**1 773**	**6 988**	8 973	**1 753**	**7 111**

(a) Before net other trading income/(expenses).

Assumptions
The main assumptions for the two most important CGU, PetCare Zone Europe and PetCare Zone Americas, were the following:

	Zone Europe	Zone Americas
Deflated pre-tax weighted average discount rate	6.4%	7.0%
Annual sales growth over the first ten-year period	between 3.0 and 6.9%	between 4.0 and 4.5%
Trading operating profit margin [(a)] evolution over the first ten-year period	steady improvement in a range of 10–60 basis points per year	generally flat

Assumptions used in the calculations are consistent with the expected long-term average growth rate of the PetCare businesses in the Zones concerned. The margin evolution is consistent with sales growth and portfolio optimisation.

Sensitivity analyses
The key sensitivity for the impairment tests is the growth in sales and trading operating profit margin [(a)]. For Zone Americas and Zone Europe, assuming no sales growth and no improvement in trading operating profit margin [(a)] over the entire period would not result in the carrying amount exceeding the recoverable amount. An increase of 100 basis points in the discount rate assumption would not change the conclusions of the impairment tests.

9.2.3 Infant Nutrition excluding Wyeth Nutrition
Goodwill related to the 2007 acquisition of Gerber has been allocated for impairment testing purposes to the CGU of the Infant Nutrition businesses excluding WN on a worldwide basis. As at 31 December 2013, the carrying amount of goodwill, denominated in various currencies, is CHF 3384 million (2012: CHF 3516 million). Intangible assets with indefinite useful life related to this CGU amount to CHF 1184 million (2012: CHF 1217 million).

Assumptions
A deflated pre-tax weighted average discount rate of 7.7% was used in this calculation.
The main assumptions, based on past experiences and current initiatives, were the following:
- sales: annual growth between 2.9 and 4.8% for North America over the first ten-year period and between 5.4 and 8.1% for the rest of the world over the first six-year period and flat thereafter;
- trading operating profit margin [(a)] evolution: improving over the ten-year period, in a range of 20 to 30 basis points per year.

Sensitivity analyses
The key sensitivity for the impairment test is the growth in sales and trading operating profit margin [(a)]. Assuming no sales growth and no improvement in trading operating profit margin [(a)] over the entire period would not result in the carrying amount exceeding the recoverable amount. An increase of 100 basis points in the discount rate assumption would not change the conclusions of the impairment test.

(a) Before net other trading income/(expenses).

9.2.4 Frozen Pizza and Ice Cream USA

Goodwill related to the Group's Ice cream businesses in the USA (Nestlé Ice Cream Company and Dreyer's) and related to the 2010 acquisition of the Kraft Food's frozen pizza business in the USA has been allocated to the CGU Frozen Pizza and Ice Cream USA. As at 31 December 2013, the carrying amount of goodwill, denominated in USD, is CHF 4045 million (2012: CHF 4159 million). Intangible assets with indefinite useful life related to this CGU amount to CHF 1593 million (2012: CHF 1638 million).

Assumptions

A deflated pre-tax weighted average discount rate of 7.1% was used in this calculation.
The main assumptions, based on past experiences and current initiatives, were the following:

- sales: annual growth between 1.2 and 3.2% over the first ten-year period;
- trading operating profit margin [(a)] evolution: steadily improving over the first four-year period, in a range of 80 to 210 basis points per year and then from a range of 0 to 50 basis points per year from year five to ten.

Sensitivity analyses

The key sensitivity for the impairment test is the growth in sales and trading operating profit margin [(a)]. Decreasing by 20 basis points the projected annual sales growth over the first ten year period, with cash flows remaining flat after year ten would not result in the carrying amount exceeding the recoverable amount. Limiting the improvement of the trading operating profit margin [(a)] by only 60 basis points per year over the first ten year period, with cash flows remaining flat after year ten would not result in the carrying amount exceeding the recoverable amount. An increase of 100 basis points in the discount rate assumption would not change the conclusions of the impairment test.

(a) Before net other trading income/(expenses).

10. Intangible assets

In millions of CHF

	Brands and intellectual property rights	Operating rights and others	Management information systems	Total	of which internally generated
Gross value					
At 1 January 2012	7 354	1 008	3 777	**12 139**	3 490
of which indefinite useful life	7 159	—	—	**7 159**	—
Currency retranslations	(122)	(24)	(62)	**(208)**	(56)
Expenditure	53	146	126	**325**	106
Disposals	(37)	(38)	(6)	**(81)**	—
Modification of the scope of consolidation [(a)]	4 461	(2)	(2)	**4 457**	(2)
At 31 December 2012	**11 709**	**1 090**	**3 833**	**16 632**	**3 538**
of which indefinite useful life	11 583	23	—	**11 606**	—
Currency retranslations	(119)	(26)	(124)	**(269)**	(118)
Expenditure	71	116	215	**402**	183
Disposals	(1)	(52)	(11)	**(64)**	—
Reclassified as held for sale	(23)	—	(14)	**(37)**	(13)
Modification of the scope of consolidation	(209)	(45)	(60)	**(314)**	—
At 31 December 2013	**11 428**	**1 083**	**3 839**	**16 350**	**3 590**
of which indefinite useful life [(b)]	11 305	35	—	**11 340**	—
Accumulated amortisation and impairments					
At 1 January 2012	(74)	(245)	(3 035)	**(3 354)**	(2 811)
Currency retranslations	1	5	47	**53**	43
Amortisation	(9)	(93)	(292)	**(394)**	(272)
Disposals	37	37	5	**79**	—
Modification of the scope of consolidation [(a)]	—	—	2	**2**	2
At 31 December 2012	**(45)**	**(296)**	**(3 273)**	**(3 614)**	**(3 038)**
Currency retranslations	1	3	116	**120**	111
Amortisation	(10)	(76)	(215)	**(301)**	(197)
Impairments	(31)	—	(3)	**(34)**	—
Disposals	1	48	8	**57**	—
Reclassified as held for sale	—	—	12	**12**	12
Modification of the scope of consolidation	7	49	27	**83**	—
At 31 December 2013	**(77)**	**(272)**	**(3 328)**	**(3 677)**	**(3 112)**
Net at 31 December 2012	**11 664**	**794**	**560**	**13 018**	**500**
Net at 31 December 2013	**11 351**	**811**	**511**	**12 673**	**478**

(a) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).
(b) Annual impairment tests are performed in connection with goodwill impairment tests (refer to Note 9). Depending on the items tested, the CGU is equivalent to the CGU for goodwill impairment test or is at a lower level.

Internally generated intangible assets consist mainly of management information systems.

Commitments for expenditure

At 31 December 2013, the Group was committed to expenditure amounting to CHF 9 million (2012: CHF 2 million).

11. Employee benefits

Salaries and welfare expenses
The Group's total salaries and welfare expenses amount to CHF 15 526 million (2012: CHF 15 080 million). They are allocated to the appropriate headings of expenses by function.

Pensions and retirement benefits
Apart from legally required social security arrangements, the majority of Group employees are eligible for benefits in case of retirement, death in service, disability and in case of resignation. Those benefits are granted under defined contribution plans, as well as defined benefit plans based on pensionable remuneration and length of service. All pension plans comply with local tax and legal restrictions in their respective country, including funding obligations.

The Group manages its pension plans by geographic area and the major plans, classified as defined benefit plans under IAS 19, are located in Europe (Switzerland, UK and Germany) and in the Americas (USA). In accordance with applicable legal frameworks, these plans have Boards of Trustees or General Assemblies who are generally independent from the Group and are responsible for the management and governance of the plans.

In Switzerland, Nestlé's pension plan is a cash balance plan where contributions are expressed as a percentage of the pensionable salary. The pension plan guarantees the amount accrued on the members' savings accounts, as well as a minimum interest on those savings accounts. At retirement date, the savings accounts are converted into pensions. However, members may opt to receive a part of the pension as a lump sum. Increases of pensions in payment are granted on a discretionary basis by the Board of Trustees, subject to the financial situation of the plan. To be noted that there is also a defined benefit plan that has been closed to new entrants in 2013 and whose members below age 55 have been transferred to the cash balance plan. This heritage plan is an hybrid between a cash balance plan and a plan based on a final pensionable salary.

In the United Kingdom, Nestlé's pension plan is a career average plan with salary revaluation. Members accrue a pension defined on the average of their salaries during their career at Nestlé since 2010. The salaries are automatically revalued according to inflation subject to caps. Pensions earned before 2010 are also revalued according to inflation subject to a cap and similarly, pensions in payment are mandatorily adjusted, as well. At retirement, there is a lump sum option. Members have the option to switch between the defined benefit sections and a defined contribution section.

Nestlé's pension plan in Germany is a cash balance plan, where members benefit from a guarantee on their savings accounts. Contributions to the plan are expressed as a percentage of the pensionable salary. Increases to pensions in payment are granted in accordance with legal requirements. To be noted that there is also a heritage plan based on final pensionable salary, that has been closed to new entrants in 2006.

In the USA, Nestlé's primary pension plan is non-contributory for the employees. The plan is a pension equity design, under which members earn pension credits each year based on a schedule related to the sum of their age and service with Nestlé. A member's benefit is the sum of the annual pension credits earned multiplied by an average earning payable as a lump sum. However, in lieu of the lump sum, members have the option of converting the benefit to a monthly pension annuity. The plan does not provide for automatic pension increases.

Post-employment medical benefits and other employee benefits
Group companies, principally in the Americas, maintain medical benefit plans, classified as defined benefit plans under IAS 19, which cover eligible retired employees. The obligations for other employee benefits consist mainly of end of service indemnities, which do not have the character of pensions.

Risks related to defined benefit plans
The main risks to which the Group is exposed in relation to operating defined benefit plans are:
– mortality risk: the assumptions adopted by the Group make allowance for future improvements in life expectancy. However, if life expectancy improves at a faster rate than assumed, this would result in greater payments from the plans and consequently increases in the plans' liabilities. In order to minimise this risk, mortality assumptions are reviewed on a regular basis.

– market and liquidity risks: these are the risks that the investments do not meet the expected returns over the medium to long term. This also encompasses the mismatch between assets and liabilities. In order to minimise the risks, the structure of the portfolios is reviewed and asset-liability matching analyses are performed on a regular basis.

Plan amendments and restructuring events

Plans within the Group are regularly reviewed as to whether they are aligned with market practice in the local context. Should a review indicate that a plan needs to be changed, prior agreement with the local Board of Trustees or the General Assembly, the regulator and, if applicable, the members, is sought before implementing plan changes.

During the year, the main plan amendments concerned the Swiss pension plan where benefits changed from a final salary plan to a cash balance plan, and the US medical plan, where retiree medical savings accounts for eligible employees were introduced to replace the former benefits based on years of service. These amendments have been recognised as past service costs, essentially impacting the Group headquarters and Zone Americas.

Asset-liability management and funding arrangement

Plan trustees or General Assemblies are responsible for determining the mix of asset classes and target allocations of the Nestlé's plans with the support of investment advisors. Periodical reviews of the asset mix are made by mandating external consultants to perform asset-liability matching analyses. Such analyses aim at comparing dynamically the fair value of assets and the liabilities in order to determine the most adequate strategic asset allocation.

The overall investment policy and strategy for the Group's funded defined benefit plans is guided by the objective of achieving an investment return which, together with the contributions paid, is sufficient to maintain reasonable control over the various funding risks of the plans. As those risks evolve with the development of capital markets and asset management activities, the Group addresses the assessment and control process of the major investment pension risks. In order to protect the Group's defined benefit plans funding ratio and to mitigate the financial risks, protective measures on the investment strategies are in force. To the extent possible, the risks are shared equally amongst the different stakeholders.

11.1 Reconciliation of assets and liabilities recognised in the balance sheet

In millions of CHF

	2013			2012		
	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**
Present value of funded obligations	23 770	78	**23 848**	24 911	77	**24 988**
Fair value of plan assets	(21 551)	(50)	**(21 601)**	(20 542)	(50)	**(20 592)**
Excess of liabilities/(assets) over funded obligations	2 219	28	**2 247**	4 369	27	**4 396**
Present value of unfunded obligations	693	1 690	**2 383**	707	2 031	**2 738**
Unrecognised assets and minimum funding requirements	106	—	**106**	42	—	**42**
Net defined benefit liabilities/(assets)	**3 018**	**1 718**	**4 736**	**5 118**	**2 058**	**7 176**
Liabilities from non-current deferred compensation and other			**927**			**1 032**
Liabilities from cash-settled share-based transactions [a]			**79**			**68**
Net liabilities			**5 742**			**8 276**
Reflected in the balance sheet as follows:						
Employee benefit assets			**(537)**			**(84)**
Employee benefit liabilities			**6 279**			**8 360**
Net liabilities			**5 742**			**8 276**

(a) The intrinsic value of liabilities from cash-settled share-based transactions that are vested amounts to CHF 29 million (2012: CHF 25 million).

11.2 Funding situation by geographic area of defined benefit plans

In millions of CHF

	2013				2012			
	Europe	Americas	Asia, Oceania and Africa	**Total**	Europe	Americas	Asia, Oceania and Africa	**Total**
Present value of funded obligations	17 757	4 250	1 841	**23 848**	17 819	5 078	2 091	**24 988**
Fair value of plan assets	(15 334)	(4 530)	(1 737)	**(21 601)**	(14 157)	(4 621)	(1 814)	**(20 592)**
Excess of liabilities/(assets) over funded obligations	2 423	(280)	104	**2 247**	3 662	457	277	**4 396**
Present value of unfunded obligations	342	1 757	284	**2 383**	339	2 113	286	**2 738**

11.3 Movement in the present value of defined benefit obligations

In millions of CHF

	2013			2012		
	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**
At 1 January	25 618	2 108	**27 726**	23 127	2 052	**25 179**
of which funded defined benefit plans	24 911	77	**24 988**	22 501	69	**22 570**
of which unfunded defined benefit plans	707	2 031	**2 738**	626	1 983	**2 609**
Currency retranslations	(629)	(123)	**(752)**	(255)	(88)	**(343)**
Service cost	343	(80)	**263**	681	14	**695**
of which current service cost	831	65	**896**	749	54	**803**
of which past service cost	(488)	(145)	**(633)**	(68)	(40)	**(108)**
Interest expense	865	100	**965**	940	116	**1 056**
Actuarial (gains)/losses	(580)	(166)	**(746)**	2 220	197	**2 417**
Benefits paid on funded defined benefit plans	(1 082)	(5)	**(1 087)**	(1 132)	(8)	**(1 140)**
Benefits paid on unfunded defined benefit plans	(72)	(139)	**(211)**	(41)	(141)	**(182)**
Modification of the scope of consolidation [(a)]	—	—	**—**	266	(3)	**263**
Transfer from/(to) defined contribution plans	—	73	**73**	(188)	(31)	**(219)**
At 31 December	**24 463**	**1 768**	**26 231**	**25 618**	**2 108**	**27 726**
of which funded defined benefit plans	23 770	78	**23 848**	24 911	77	**24 988**
of which unfunded defined benefit plans	693	1 690	**2 383**	707	2 031	**2 738**

(a) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

11.4 Movement in fair value of defined benefit plan assets

In millions of CHF	2013			2012		
	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**
At 1 January	(20 542)	(50)	**(20 592)**	(19 417)	(42)	**(19 459)**
Currency retranslations	540	(1)	**539**	177	(2)	**175**
Interest income	(717)	(2)	**(719)**	(818)	(2)	**(820)**
Actual return on plan assets, excluding interest income	(952)	2	**(950)**	(851)	(1)	**(852)**
Employees' contributions	(135)	—	**(135)**	(123)	—	**(123)**
Employer contributions	(879)	(4)	**(883)**	(667)	(11)	**(678)**
Benefits paid on funded defined benefit plans	1 082	5	**1 087**	1 132	8	**1 140**
Administration expenses	19	—	**19**	24	—	**24**
Modification of the scope of consolidation [a]	—	—	**—**	(197)	—	**(197)**
Transfer (from)/to defined contribution plans	33	—	**33**	198	—	**198**
At 31 December	**(21 551)**	**(50)**	**(21 601)**	**(20 542)**	**(50)**	**(20 592)**

(a) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

The major categories of plan assets as a percentage of total plan assets of the Group's defined benefit plans are as follows:

	2013	2012
Equities	36%	36%
of which US equities	14%	15%
of which European equities	12%	12%
of which other equities	10%	9%
Debts	33%	31%
of which government debts	23%	22%
of which corporate debts	10%	9%
Real estate	8%	8%
Alternative investments	19%	21%
of which hedge funds	11%	12%
of which private equities	6%	6%
of which commodities	2%	3%
Cash/Deposits	4%	4%

Equity, debts and commodities represent 71% of the plan assets. Almost all of them are quoted in an active market. Real estate, hedge funds and private equities represent 25% of the plan assets. Almost all of them are not quoted in an active market.

The plan assets of funded defined benefit plans include property occupied by affiliated companies with a fair value of CHF 9 million (2012: CHF 9 million). Furthermore, funded defined benefit plans are invested in Nestlé S.A. (or related) shares to the extent of CHF 44 million (2012: CHF 46 million). The Group's investment management principles allow such investment only when the position in Nestlé S.A. (or related) shares is passive, i.e. in line with the weighting in the underlying benchmark.

The Group expects to contribute CHF 623 million to its funded defined benefit plans in 2014.

11.5 Movement in unrecognised assets and minimum funding requirements

In millions of CHF	2013			2012		
	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**
At 1 January	42	—	**42**	75	—	**75**
Currency retranslations	(2)	—	**(2)**	(3)	—	**(3)**
Limitation of interest income	2	—	**2**	1	—	**1**
Changes due to asset ceiling	64	—	**64**	(31)	—	**(31)**
At 31 December	**106**	**—**	**106**	**42**	**—**	**42**

11.6 Expenses recognised in the income statement

In millions of CHF	2013			2012		
	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**
Service cost	343	(80)	**263**	681	14	**695**
Employees' contributions	(135)	—	**(135)**	(123)	—	**(123)**
Net interest (income)/expense	150	98	**248**	123	114	**237**
Administration expenses	19	—	**19**	24	—	**24**
Defined benefit expenses	**377**	**18**	**395**	**705**	**128**	**833**
Defined contribution expenses			**260**			**287**
Total			**655**			**1 120**

The expenses for defined benefit and defined contribution plans are allocated to the appropriate headings of expenses by function.

11.7 Remeasurement of defined benefit plans reported in other comprehensive income

In millions of CHF

	2013			2012		
	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**	Defined benefit retirement plans	Post-employment medical benefits and other benefits	**Total**
Actual return on plan assets, excluding interest income	952	(2)	**950**	851	1	**852**
Experience adjustments on plan liabilities	(187)	(65)	**(252)**	(44)	60	**16**
Change in demographic assumptions on plan liabilities	(649)	(20)	**(669)**	(228)	12	**(216)**
Change in financial assumptions on plan liabilities	1 416	251	**1 667**	(1 948)	(269)	**(2 217)**
Transfer from/(to) unrecognised assets and other	(64)	—	**(64)**	31	—	**31**
Remeasurement of defined benefit plans	**1 468**	**164**	**1 632**	**(1 338)**	**(196)**	**(1 534)**

11.8 Principal financial actuarial assumptions

The principal financial actuarial assumptions are presented by geographic area. Each item is a weighted average in relation to the relevant underlying component.

	2013				2012			
	Europe	Americas	Asia, Oceania and Africa	**Total**	Europe	Americas	Asia, Oceania and Africa	**Total**
Discount rates	3.4%	5.8%	4.7%	**4.1%**	3.0%	4.9%	4.5%	**3.6%**
Expected rates of salary increases	2.9%	2.9%	5.0%	**3.2%**	2.8%	2.9%	4.2%	**3.0%**
Expected rates of pension adjustments	1.8%	0.6%	1.8%	**1.5%**	1.7%	0.7%	1.7%	**1.4%**
Medical cost trend rates		5.9%		**6.0%**		6.2%		**6.2%**

11.9 Mortality tables and life expectancies by geographic area for Group's major defined benefit pension plans

		2013	2012	2013	2012
Country	Mortality table	Life expectancy at age 65 for a male member currently aged 65 (in years)		Life expectancy at age 65 for a female member currently aged 65 (in years)	
Europe					
Switzerland	LPP 2010	20.7	19.0	23.1	21.5
United Kingdom	S1NA 2008, CMI 2009	21.7	21.5	23.1	22.3
Germany	Heubeck Richttafeln 1998	21.3	21.3	22.8	22.8
Americas					
USA	RP–2000	19.3	19.2	21.1	21.0

Life expectancy is reflected in the defined benefit obligations by using mortality tables of the country in which the plan is located. When those tables no longer reflect recent experience, they are adjusted by appropriate loadings.

11.10 Sensitivity analyses on present value of defined benefit obligations by geographic area

The table below presents the present value of the defined benefit obligations when major assumptions are changed.

In millions of CHF	2013				2012			
	Europe	Americas	Asia, Oceania and Africa	**Total**	Europe	Americas	Asia, Oceania and Africa	**Total**
As reported	18 099	6 007	2 125	**26 231**	18 158	7 191	2 377	**27 726**
Discount rates								
Increase of 50 basis points	16 797	5 672	2 028	**24 497**	16 782	6 729	2 251	**25 762**
Decrease of 50 basis points	19 563	6 370	2 231	**28 164**	19 691	7 709	2 516	**29 916**
Expected rates of salary increases								
Increase of 50 basis points	18 288	6 062	2 162	**26 512**	18 499	7 258	2 430	**28 187**
Decrease of 50 basis points	17 921	5 956	2 091	**25 968**	17 790	7 113	2 326	**27 229**
Expected rates of pension adjustments								
Increase of 50 basis points	19 088	6 212	2 180	**27 480**	19 143	7 443	2 446	**29 032**
Decrease of 50 basis points	17 182	5 968	2 097	**25 247**	17 196	7 123	2 349	**26 668**
Medical cost trend rates								
Increase of 50 basis points	18 099	6 056	2 127	**26 282**	18 158	7 275	2 381	**27 814**
Decrease of 50 basis points	18 099	5 967	2 122	**26 188**	18 158	7 126	2 374	**27 658**
Mortality assumption								
Setting forward the tables by 1 year	17 547	5 829	2 096	**25 472**	17 602	6 971	2 345	**26 918**
Setting back the tables by 1 year	18 649	6 186	2 152	**26 987**	18 668	7 407	2 409	**28 484**

All sensitivities are calculated using the same actuarial method as for the disclosed present value of the defined benefit obligations at year-end.

11.11 Weighted average duration of defined benefit obligations by geographic area

Expressed in years

	2013				2012			
	Europe	Americas	Asia, Oceania and Africa	**Total**	Europe	Americas	Asia, Oceania and Africa	**Total**
At 31 December	15.8	12.3	10.0	**14.5**	16.4	14.3	11.6	**15.4**

12. Equity compensation plans

Select Group employees are eligible to receive long-term incentives in the form of equity compensation plans.

Equity compensation plans are settled either by remittance of Nestlé S.A. shares (accounted for as equity-settled share-based payment transactions) or by the payment of an equivalent amount in cash (accounted for as cash-settled share-based payment transactions).

The following share-based payment costs are allocated to the appropriate headings of expenses by function in the income statement:

In millions of CHF

	2013	2012
Equity-settled share-based payment costs	155	157
Cash-settled share-based payment costs	53	43
Total share-based payment costs	**208**	**200**
of which RSUP	193	182

Restricted Stock Unit Plan (RSUP)

Members of Group Management are awarded Restricted Stock Units (RSU) that entitle participants to receive freely disposable Nestlé S.A. shares (accounted for as equity-settled share-based payment transactions) or an equivalent amount in cash (accounted for as cash-settled share-based payment transactions) at the end of a three-year restriction period.

Number of RSU in millions of units

	2013	2012
Outstanding at 1 January	10.0	10.6
Granted	3.3	3.7
Settled	(3.3)	(4.2)
Forfeited	(0.1)	(0.1)
Outstanding at 31 December	**9.9**	**10.0**
of which vested at 31 December	0.4	0.4
of which cash-settled at 31 December	1.9	1.6

The fair value of equity-settled RSU is determined on the basis of the market price of Nestlé S.A. shares at grant date, discounted at a risk-free interest rate and adjusted for the dividends that participants are not entitled to receive during the restricted period of three years. The weighted average fair value of the equity-settled RSU granted in 2013 is CHF 58.58 (2012: CHF 49.65).

For cash-settled outstanding RSU, the liability is re-measured at each reporting date based on subsequent changes in the market price of Nestlé S.A. shares. The average fair value of the cash-settled RSU outstanding at 31 December 2013 is CHF 63.36 (2012: CHF 57.72).

13. Provisions and contingencies

13.1 Provisions

In millions of CHF

	Restructuring	Environmental	Litigation	Other	**Total**
At 1 January 2012	630	26	2 525	473	**3 654**
Currency retranslations	4	(1)	(56)	(19)	**(72)**
Provisions made during the year [(a)]	92	1	384	141	**618**
Amounts used	(189)	(6)	(199)	(115)	**(509)**
Unused amounts reversed	(59)	(2)	(321)	(42)	**(424)**
Modification of the scope of consolidation [(b)]	1	—	—	11	**12**
At 31 December 2012	**479**	**18**	**2 333**	**449**	3 279
of which expected to be settled within 12 months					**452**
Currency retranslations	—	(1)	(78)	(16)	**(95)**
Provisions made during the year [(a)]	244	1	455	162	**862**
Amounts used	(167)	(2)	(205)	(85)	**(459)**
Unused amounts reversed	(35)	(1)	(258)	(63)	**(357)**
Modification of the scope of consolidation	—	—	(1)	8	**7**
At 31 December 2013	**521**	**15**	**2 246**	**455**	**3 237**
of which expected to be settled within 12 months					**523**

(a) Including discounting of provisions.
(b) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

Restructuring

Restructuring provisions arise from a number of projects across the Group. These include plans to optimise production, sales and administration structures, mainly in Europe. Restructuring provisions are expected to result in future cash outflows when implementing the plans (usually over the following two to three years).

Litigation

Litigation provisions have been set up to cover tax, legal and administrative proceedings that arise in the ordinary course of the business. These provisions cover numerous separate cases whose detailed disclosure could be detrimental to the Group interests. The Group does not believe that any of these litigation proceedings will have a material adverse impact on its financial position. The timing of outflows is uncertain as it depends upon the outcome of the proceedings. In that instance, these provisions are not discounted because their present value would not represent meaningful information. Group Management does not believe it is possible to make assumptions on the evolution of the cases beyond the balance sheet date.

Other

Other provisions are mainly constituted by onerous contracts and various damage claims having occurred during the year but not covered by insurance companies. Onerous contracts result from unfavourable leases, breach of contracts or supply agreements above market prices in which the unavoidable costs of meeting the obligations under the contracts exceed the economic benefits expected to be received or for which no benefits are expected to be received.

13.2 Contingencies

The Group is exposed to contingent liabilities amounting to a maximum potential payment of CHF 1669 million (2012: CHF 1823 million) representing potential litigations of CHF 1658 million (2012: CHF 1814 million) and other items of CHF 11 million (2012: CHF 9 million). Potential litigations relate mainly to labour, civil and tax litigations in Latin America.

Contingent assets for litigation claims in favour of the Group amount to a maximum potential recoverable amount of CHF 51 million (2012: CHF 189 million).

14. Financial instruments

14.1 Financial assets and liabilities

14.1a By class and by category

In millions of CHF

	2013				2012			
Classes	Loans, receivables and liabilities at amortised cost [(a)]	At fair value to income statement	Available for sale	**Total categories**	Loans, receivables and liabilities at amortised cost [(a)]	At fair value to income statement	Available for sale	**Total categories**
Cash at bank and in hand	4 524	—	—	**4 524**	3 499	—	—	**3 499**
Commercial paper	—	—	98	**98**	—	—	462	**462**
Time deposits	—	—	2 009	**2 009**	—	—	2 251	**2 251**
Bonds and debt funds	—	304	2 569	**2 873**	—	213	3 575	**3 788**
Equity and equity funds	—	356	161	**517**	—	312	1 970	**2 282**
Other financial assets	639	38	905	**1 582**	421	41	1 531	**1 993**
Liquid assets [(b)] and non-current financial assets	5 163	698	5 742	**11 603**	3 920	566	9 789	**14 275**
Trade and other receivables	12 206	—	—	**12 206**	13 048	—	—	**13 048**
Derivative assets [(c)]	—	230	—	**230**	—	576	—	**576**
Total financial assets	**17 369**	**928**	**5 742**	**24 039**	**16 968**	**1 142**	**9 789**	**27 899**
Trade and other payables	(17 459)	—	—	**(17 459)**	(16 808)	—	—	**(16 808)**
Financial debt	(21 743)	—	—	**(21 743)**	(27 416)	—	—	**(27 416)**
Derivative liabilities [(c)]	—	(381)	—	**(381)**	—	(423)	—	**(423)**
Total financial liabilities	**(39 202)**	**(381)**	**—**	**(39 583)**	**(44 224)**	**(423)**	**—**	**(44 647)**
Net financial position	**(21 833)**	**547**	**5 742**	**(15 544)**	**(27 256)**	**719**	**9 789**	**(16 748)**
of which at fair value	—	547	5 742	**6 289**	—	719	9 789	**10 508**

(a) Carrying amount of these instruments is a reasonable approximation of their fair value. For bonds included in financial debt, see section 14.1c.
(b) Liquid assets are composed of cash and cash equivalents and short-term investments.
(c) Include derivatives held in hedge relationships and those that are undesignated (categorised as held for trading). Refer to Note 14.1d Derivative assets and liabilities.

14.1b Fair value hierarchy of financial instruments

In millions of CHF	2013
Derivative assets	47
Bonds and debt funds	746
Equity and equity funds	249
Other financial assets	24
Derivative liabilities	(44)
Prices quoted in active markets (Level 1)	**1 022**
Commercial paper	98
Time deposits	2 009
Derivative assets	183
Bonds and debt funds	2 091
Equity and equity funds	245
Other financial assets	804
Derivative liabilities	(337)
Valuation techniques based on observable market data (Level 2)	**5 093**
Valuation techniques based on unobservable input (Level 3)	**174**
Total financial instruments at fair value	**6 289**

There have been no significant transfers between the different hierarchy levels in 2013.

14.1c Bonds

In millions of CHF

Issuer	Face value in millions	Coupon	Effective interest rate	Year of issue/ maturity	Comments	Carrying amount 2013	2012
Nestlé Holdings, Inc., USA	AUD 350	6.00%	6.24%	2009–2013		—	332
	CHF 450	2.50%	2.57%	2006–2013		—	458
	USD 275	2.00%	2.26%	2009–2013		—	252
	USD 550	2.13%	2.13%	2010–2014		489	503
	AUD 275	5.50%	5.69%	2011–2016	(a)	229	276
	USD 200	2.00%	2.06%	2011–2016		178	183
	NOK 1000	3.38%	3.59%	2011–2016	(a)	150	167
	AUD 200	4.00%	4.11%	2012–2017	(b)	158	189
	NOK 1000	2.25%	2.31%	2012–2017	(b)	146	163
	NOK 3000	2.50%	2.66%	2012–2017	(b)	437	488
	USD 900	1.38%	1.46%	2012–2017		799	820
	GBP 250	1.63%	1.71%	2013–2017	(a)	364	—
	CHF 250	2.63%	2.66%	2007–2018	(a)	270	278
	USD 500	1.25%	1.32%	2012–2018		444	456
	AUD 175	3.75%	3.84%	2013–2018	(a)	138	—
	AUD 200	3.88%	4.08%	2013–2018	(b)	157	—
	AUD 400	4.13%	4.33%	2013–2018	(c)	315	—
	USD 400	1.38%	1.50%	2013–2018		354	—
	USD 500	2.00%	2.17%	2013–2019		441	—
	USD 500	2.25%	2.41%	2013–2019		441	—
Nestlé Purina PetCare Company, USA	USD 48	7.75%	6.25%	1995–2015		43	45
	USD 63	9.30%	6.46%	1991–2021		66	68
	USD 79	8.63%	6.46%	1992–2022		80	83
	USD 44	8.13%	6.47%	1993–2023		43	45
	USD 51	7.88%	6.45%	1995–2025		50	52
Nestlé Finance International Ltd, Luxembourg	CHF 1200	2.00%	2.04%	2009–2013		—	1 200
	CHF 425	2.00%	2.03%	2009–2014		425	425
	CHF 275	2.13%	2.13%	2009–2014	(d)	275	275
	AUD 450	5.75%	5.81%	2010–2014	(a)	371	445
	NOK 1250	2.50%	2.73%	2010–2014	(a)	183	205
	CHF 350	2.13%	2.20%	2009–2015	(d)	350	349
	EUR 500	0.75%	0.83%	2012–2016		612	600
	AUD 125	4.63%	4.86%	2012–2017	(b)	98	118
	EUR 500	1.50%	1.61%	2012–2019		610	602
	EUR 500	1.25%	1.30%	2013–2020		611	—
	EUR 500	2.13%	2.20%	2013–2021		610	—
	EUR 850	1.75%	1.89%	2012–2022		1 030	1 013
	GBP 400	2.25%	2.34%	2012–2023	(e)	539	590
Other bonds						34	57
Total						**11 540**	**10 737**
of which due within one year						1 752	2 263
of which due after one year						9 788	8 474

The fair value of bonds, based on prices quoted in active markets, amounts to CHF 11 675 million (2012: CHF 11 039 million). This value includes accrued interest of CHF 109 million (2012: CHF 105 million).

Most of the bonds are hedged by currency and/or interest derivatives. The fair value of these derivatives is shown under derivative assets for CHF 101 million (2012: CHF 483 million) and under derivative liabilities for CHF 152 million (2012: CHF 3 million).

(a) Subject to an interest rate and/or currency swap that creates a liability at floating rates in the currency of the issuer.
(b) Subject to an interest rate and currency swap that creates a liability at fixed rates in the currency of the issuer.
(c) This bond is composed of:
– AUD 300 million subject to an interest rate and currency swap that creates a liability at fixed rates in the currency of the issuer; and
– AUD 100 million subject to an interest rate and/or currency swap that creates a liability at floating rates in the currency of the issuer.
(d) Subject to currency swaps that hedge the CHF face value and coupon exposure.
(e) Subject to an interest rate swap.

14.1d Derivative assets and liabilities
By type

In millions of CHF

			2013			2012
	Contractual or notional amounts	Fair value assets	Fair value liabilities	Contractual or notional amounts	Fair value assets	Fair value liabilities
Fair value hedges						
Currency forwards, futures and swaps	4 198	14	27	5 138	5	40
Interest rate forwards, futures and swaps	588	—	48	706	2	1
Interest rate and currency swaps	3 009	99	104	3 234	490	—
Cash flow hedges						
Currency forwards, futures, swaps and options	4 397	62	39	4 565	54	29
Interest rate forwards, futures and swaps	1 379	—	103	2 461	—	242
Commodity futures and options	1 142	46	46	1 570	12	90
Undesignated derivatives						
Currency forwards, futures, swaps and options	677	7	3	1 471	13	4
Interest rate forwards, futures, swaps and options	96	—	9	96	—	14
Commodity futures and options	47	2	2	8	—	3
	15 533	**230**	**381**	**19 249**	**576**	**423**
Conditional offsets (a)						
Derivative assets and liabilities		(48)	(48)		(49)	(49)
Use of cash collateral received or deposited		—	(90)		—	(58)
Balances after conditional offsets		182	243		527	316

(a) Represent amounts that would be offset in case of default, insolvency or bankrupcy of counterparties.

Some derivatives, while complying with the Group's financial risk management policies of managing the risks of the volatility of the financial markets, do not qualify for hedge accounting and are therefore classified as undesignated derivatives.

Impact on the income statement of fair value hedges

In millions of CHF

	2013	2012
on hedged items	476	(346)
on hedging instruments	(497)	334

Ineffective portion of gains/(losses) of cash flow hedges and net investment hedges is not significant.

14.2 Financial risks

In the course of its business, the Group is exposed to a number of financial risks: credit risk, liquidity risk, market risk (including foreign currency risk and interest rate risk), commodity price risk and other risks (including equity price risk and settlement risk). This note presents the Group's objectives, policies and processes for managing its financial risk and capital.

Financial risk management is an integral part of the way the Group is managed. The Board of Directors determines the financial control principles as well as the principles of financial planning. The Chief Executive Officer organises, manages and monitors all financial asset and liability matters. The Asset and Liability Management Committee (ALMC), under the supervision of the Chief Financial Officer, is the governing body for the establishment and subsequent execution of the Nestlé Group's Financial Asset and Liability Management Policy. It ensures implementation of strategies and achievement of objectives of the Group's financial asset and liabilities management, which are executed by the Centre Treasury, the Regional Treasury Centres and, in specific local circumstances, by the affiliated companies. The activities of the Centre Treasury and of the Regional Treasury Centres are supervised by an independent Middle Office, which verifies the compliance of the strategies proposed and/or operations executed within the approved guidelines and limits set by the ALMC. Approved Treasury Management Guidelines define and classify risks as well as determine, by category of transaction, specific approval, limit and monitoring procedures. In accordance with the aforementioned policies, the Group only enters into derivative transactions relating to assets, liabilities or anticipated future transactions.

14.2a Credit risk

Credit risk management

Credit risk arises because a counterparty may fail to perform its obligations. The Group is exposed to credit risk on financial instruments such as liquid assets, non-current financial assets, derivative assets and trade receivable portfolios.

The Group sets credit limits based on a counterparty value and a probability of default. The methodology used to set the list of counterparty limits includes Enterprise Value (EV), counterparty Credit Ratings (CR) and Credit Default Swaps (CDS). Evolution of counterparties is monitored daily, taking into consideration EV, CR and CDS evolution. As a result of this daily review, changes on credit limits and risk allocation are carried out. The Group avoids the concentration of credit risk on its liquid assets by spreading them over several institutions and sectors.

Trade receivables are subject to credit limits, control and approval procedures in all the affiliated companies. Due to its large geographic base and number of customers, the Group is not exposed to material concentrations of credit risk on its trade receivables (refer to Note 7). Nevertheless global commercial counterparties are constantly monitored following the same methodology used for financial counterparties.

The maximum exposure to credit risk resulting from financial activities, without considering netting agreements and without taking into account any collateral held or other credit enhancements, is equal to the carrying amount of the Group's financial assets.

Credit rating of financial assets

This includes cash at bank and in hand, financial assets at fair value to income statement and available for sale financial assets.

In millions of CHF	2013	2012
Investment grade A– and above	8 451	9 279
Investment grade BBB+, BBB and BBB–	1 458	2 579
Non-investment grade (BB+ and below)	337	497
Not rated [(a)]	948	2 075
	11 194	**14 430**

(a) Mainly equity securities and other investments for which no credit rating is available.

The source of the credit ratings is Standard & Poor's; if not available, the Group uses other credit rating equivalents. The Group deals mainly with financial institutions located in Switzerland, the European Union and North America.

14.2b Liquidity risk

Liquidity risk management

Liquidity risk arises when a company encounters difficulties to meet commitments associated with liabilities and other payment obligations. Such risk may result from inadequate market depth or disruption or refinancing problems. The Group's objective is to manage this risk by limiting exposures in instruments that may be affected by liquidity problems and by maintaining sufficient back-up facilities. The Group does not expect any refinancing issues and has successfully completed a EUR 5.0 billion 13-months revolving credit facility replacing an older facility of EUR 5.0 billion. Additionally, the Group successfully completed the refinancing of the EUR 5.0 billion revolving credit facility until October 2018, which originally matured in 2015. The facility currently serves primarily as a backstop to its short-term debt. In total, the Group's revolving credit facilities amount to EUR 10.0 billion.

Contractual maturities of financial liabilities and derivatives (including interest)

In millions of CHF

	In the first year	In the second year	In the third to the fifth year	After the fifth year	Contractual amount	Carrying amount
2013						
Financial assets						**23 809**
Trade and other payables	**(16 072)**	**(176)**	**(55)**	**(1 216)**	**(17 519)**	**(17 459)**
Commercial paper [(a)]	(7 243)	—	—	—	(7 243)	(7 241)
Bonds [(a)]	(2 002)	(622)	(5 377)	(4 867)	(12 868)	(11 540)
Other financial debt	(2 529)	(227)	(330)	(106)	(3 192)	(2 962)
Total financial debt	**(11 774)**	**(849)**	**(5 707)**	**(4 973)**	**(23 303)**	**(21 743)**
Financial liabilities	**(27 846)**	**(1 025)**	**(5 762)**	**(6 189)**	**(40 822)**	**(39 202)**
Non-currency derivative assets	48	—	—	—	48	48
Non-currency derivative liabilities	(85)	(45)	(44)	(45)	(219)	(208)
Gross amount receivable from currency derivatives	10 096	77	2 402	—	12 575	12 544
Gross amount payable from currency derivatives	(10 040)	(22)	(2 500)	—	(12 562)	(12 535)
Net derivatives	**19**	**10**	**(142)**	**(45)**	**(158)**	**(151)**
Net financial position						**(15 544)**
of which derivatives under cash flow hedges [(b)]	(20)	(40)	(28)	8	(80)	(80)
2012						
Financial assets						**27 323**
Trade and other payables	**(14 627)**	**(1 098)**	**(70)**	**(1 152)**	**(16 947)**	**(16 808)**
Commercial paper [(a)]	(13 503)	—	—	—	(13 503)	(13 490)
Bonds [(a)]	(2 505)	(2 051)	(3 823)	(3 441)	(11 820)	(10 737)
Other financial debt	(2 752)	(171)	(372)	(116)	(3 411)	(3 189)
Total financial debt	**(18 760)**	**(2 222)**	**(4 195)**	**(3 557)**	**(28 734)**	**(27 416)**
Financial liabilities	**(33 387)**	**(3 320)**	**(4 265)**	**(4 709)**	**(45 681)**	**(44 224)**
Non-currency derivative assets	14	—	—	—	14	14
Non-currency derivative liabilities	(160)	(37)	(92)	(69)	(358)	(350)
Gross amount receivable from currency derivatives	12 053	909	1 535	257	14 754	14 538
Gross amount payable from currency derivatives	(11 799)	(777)	(1 374)	(186)	(14 136)	(14 049)
Net derivatives	**108**	**95**	**69**	**2**	**274**	**153**
Net financial position						**(16 748)**
of which derivatives under cash flow hedges [(b)]	(129)	(43)	(92)	(36)	(300)	(295)

(a) Commercial paper of CHF 6483 million (2012: CHF 7711 million) and bonds of CHF 551million (2012: CHF 290 million) have maturities of less than three months.
(b) The periods when the cash flow hedges affect the income statement do not differ significantly from the maturities disclosed above.

14.2c Market risk

The Group is exposed to risk from movements in foreign currency exchange rates, interest rates and market prices that affect its assets, liabilities and anticipated future transactions.

Foreign currency risk

Foreign currency risk management

The Group is exposed to foreign currency risk from transactions and translation. Transactional exposures are managed within a prudent and systematic hedging policy in accordance with the Group's specific business needs. Translation exposure arises from the consolidation of the financial statements of foreign operations in Swiss francs, which is, in principle, not hedged. The Group's objective is to manage its foreign currency exposure through the use of currency forwards, futures, swaps and options.

Exchange differences recorded in the income statement represented a loss of CHF 173 million in 2013 (2012: loss of CHF 71 million). They are allocated to the appropriate headings of expenses by function.

Interest rate risk

Interest risk management

Interest rate risk comprises the interest price risk that results from borrowings at fixed rates and the interest cash flow risk that results from borrowings at variable rates. The ALMC is responsible for setting the overall duration and interest management targets. The Group's objective is to manage its interest rate exposure through the use of interest rate forwards, futures and swaps.

Interest structure of non-current financial debt (including interest effects of derivatives)

In millions of CHF	2013	2012
Financial debt at variable rates	1 784	2 001
Financial debt at fixed rates	8 579	7 007
	10 363	**9 008**

Price risk

Commodity price risk

Commodity price risk arises from transactions on the world commodity markets for securing the supplies of green coffee, cocoa beans and other commodities necessary for the manufacture of some of the Group's products.

The Group's objective is to minimise the impact of commodity price fluctuations and this exposure is hedged in accordance with the commodity risk management policies set by the Board of Directors. The regional Commodity Purchasing Competence Centres are responsible for managing commodity price risk on the basis of internal directives and centrally determined limits. They ensure that the Group benefits from guaranteed financial hedges through the use of exchange-traded commodity derivatives. The commodity price risk exposure of anticipated future purchases is managed using a combination of derivatives (futures and options) and executory contracts (differentials and ratios). As a result of the short product business cycle of the Group, the majority of the anticipated future raw material transactions outstanding at the balance sheet date are expected to occur in the next period.

Equity price risk

The Group is exposed to equity price risk on investments held. To manage the price risk arising from these investments, the Group diversifies its portfolios in accordance with the Guidelines set by the Board of Directors.

14.2d Settlement risk

Settlement risk results from the fact that the Group may not receive financial instruments from its counterparties at the expected time. This risk is managed by monitoring counterparty activity and settlement limits.

14.2e Value at Risk (VaR)

Description of the method

The VaR is a single measure to assess market risk. The VaR estimates the size of losses given current positions and possible changes in financial markets. The Group uses simulation to calculate VaR based on the historic data for a 250 day period. The VaR calculation is based on 95% confidence level and, accordingly, does not take into account losses that might occur beyond this level of confidence. The VaR is calculated on the basis of unhedged exposures outstanding at the close of business and does not necessarily reflect intra-day exposures.

Objective of the method

The Group uses the described VaR analysis to estimate the potential one-day loss in the fair value of its financial and commodity instruments. The Group cannot predict the actual future movements in market rates and prices, therefore the below VaR numbers neither represent actual losses nor consider the effects of favourable movements in underlying variables. Accordingly, these VaR numbers may only be considered indicative of future movements to the extent the historic market patterns repeat in the future.

VaR figures

The VaR computation includes the Group's financial assets and liabilities that are subject to foreign currency, interest rate and price risk.

The estimated potential one-day loss from the Group's foreign currency, interest rate and security price risk sensitive instruments, as calculated using the above described historic VaR model, is as follows:

In millions of CHF	2013	2012
Foreign currency	1	2
Interest rate	—	1
Security price	7	237
Foreign currency, interest rate and security price combined	7	233

The estimated potential one-day loss from the Group's commodity price risk sensitive instruments, as calculated using the above described historic VaR model, is not significant.

14.2f Capital risk management

The Group's capital management is driven by the impact on shareholders of the level of total capital employed. It is the Group's policy to maintain a sound capital base to support the continued development of its business.

The Board of Directors seeks to maintain a prudent balance between different components of the Group's capital. The ALMC monitors the capital structure and the net financial debt by currency. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalent and short-term investments.

The operating cash flow-to-net financial debt ratio highlights the ability of a business to repay its debts. As at 31 December 2013, the ratio was 102.1% (2012: 86.5%). The Group's subsidiaries have complied with local statutory capital requirements as appropriate.

15. Taxes

15.1 Taxes recognised in the income statement

In millions of CHF

	2013	2012
Components of taxes		
Current taxes [a]	2 970	3 113
Deferred taxes	846	(209)
Taxes reclassified to other comprehensive income	(558)	355
Taxes reclassified to equity	(2)	—
Total taxes	**3 256**	**3 259**
Reconciliation of taxes		
Expected tax expense at weighted average applicable tax rate	2 812	3 202
Tax effect of non-deductible or non-taxable items	8	(203)
Prior years' taxes	(243)	(361)
Transfers to unrecognised deferred tax assets	59	46
Transfers from unrecognised deferred tax assets	(6)	(11)
Changes in tax rates	15	7
Withholding taxes levied on transfers of income	381	364
Other	230	215
Total taxes	**3 256**	**3 259**

(a) Current taxes related to prior years represent a tax expense of CHF 172 million (2012: tax expense of CHF 28 million).

The expected tax expense at weighted average applicable tax rate is the result from applying the domestic statutory tax rates to profits before taxes of each entity in the country it operates. For the Group, the weighted average applicable tax rate varies from one year to the other depending on the relative weight of the profit of each individual entity in the Group's profit as well as the changes in the statutory tax rates.

15.2 Taxes recognised in other comprehensive income

In millions of CHF

	2013	2012
Tax effects relating to		
Currency retranslations	317	41
Fair value adjustments on available-for-sale financial instruments	64	(24)
Fair value adjustments on cash flow hedges	(91)	(48)
Remeasurement of defined benefit plans	(848)	386
	(558)	**355**

15.3 Reconciliation of deferred taxes by type of temporary differences recognised on the balance sheet

In millions of CHF

	Property, plant and equipment	Goodwill and intangible assets	Employee benefits	Inventories, receivables, payables and provisions	Unused tax losses and unused tax credits	Other	**Total**
At 1 January 2012	(1 348)	(1 483)	2 080	804	358	23	**434**
Currency retranslations	38	27	(63)	(27)	(29)	4	**(50)**
Deferred tax (expense)/income	(151)	(111)	380	59	60	(28)	**209**
Modification of the scope of consolidation [a]	(47)	18	(1)	19	61	16	**66**
At 31 December 2012	**(1 508)**	**(1 549)**	**2 396**	**855**	**450**	**15**	**659**
Currency retranslations	53	31	(68)	(47)	(47)	(79)	**(157)**
Deferred tax (expense)/income	(80)	(94)	(871)	52	38	109	**(846)**
Reclassified as held for sale	—	—	—	—	(10)	(3)	**(13)**
Modification of the scope of consolidation	36	—	(1)	(3)	(1)	(74)	**(43)**
At 31 December 2013	**(1 499)**	**(1 612)**	**1 456**	**857**	**430**	**(32)**	**(400)**

(a) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

In millions of CHF

	2013	2012
Reflected in the balance sheet as follows:		
Deferred tax assets	2 243	2 899
Deferred tax liabilities	(2 643)	(2 240)
Net assets/(liabilities)	**(400)**	**659**

15.4 Unrecognised deferred taxes

The deductible temporary differences as well as the unused tax losses and tax credits for which no deferred tax assets are recognised expire as follows:

In millions of CHF

	2013	2012
Within one year	18	43
Between one and five years	365	317
More than five years	1 642	1 557
	2 025	**1 917**

At 31 December 2013, the unrecognised deferred tax assets amount to CHF 512 million (2012: CHF 493 million). In addition, the Group has not recognised deferred tax liabilities in respect of unremitted earnings that are considered indefinitely reinvested in foreign subsidiaries. At 31 December 2013, these earnings amount to CHF 17.1 billion (2012: CHF 15.6 billion). They could be subject to withholding and other taxes on remittance.

16. Associates and joint ventures

In millions of CHF

	2013				2012			
	L'Oréal	Other associates	Joint ventures	Total	L'Oréal	Other associates	Joint ventures	Total
At 1 January	8 785	1 068	1 733	**11 586**	7 708	921	1 688	**10 317**
Currency retranslations	137	(3)	(45)	**89**	(58)	(2)	(7)	**(67)**
Investments	—	106	(78)	**28**	—	86	(7)	**79**
Share of results	1 083	(9)	190	**1 264**	1 031	29	193	**1 253**
Share of other comprehensive income	115	—	(28)	**87**	497	—	5	**502**
Dividends and interest received	(506)	(12)	(139)	**(657)**	(431)	(15)	(139)	**(585)**
Modification of the scope of consolidation [(a)]	—	—	—	**—**	—	7	—	**7**
Other	(89)	6	1	**(82)**	38	42	—	**80**
At 31 December	**9 525**	**1 156**	**1 634**	**12 315**	**8 785**	**1 068**	**1 733**	**11 586**

(a) 2012 comparatives have been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

16.1 L'Oréal

The Group holds 178 381 021 shares in L'Oréal, the world leader in cosmetics, representing a 29.7% participation in its equity after consideration of its own shares (2012: 178 381 021 shares representing a 29.8% participation). At 31 December 2013, the market value of the shares held amounts to CHF 27.9 billion (2012: CHF 22.6 billion).

Summarised financial information

In billions of CHF

	2013	2012
Total current assets	11.4	9.9
Total non-current assets	26.9	25.7
Total assets	**38.3**	**35.6**
Total current liabilities	8.1	7.7
Total non-current liabilities	2.5	2.6
Total liabilities	**10.6**	**10.3**
Total equity	**27.7**	**25.3**
Total sales	**28.2**	**27.1**
Profit from continuing operations	3.6	3.5
Other comprehensive income	0.4	1.7
Total comprehensive income	**4.0**	**5.2**

Reconciliation of the carrying amount

In billions of CHF	2013	2012
Share held by the Group in the equity of L'Oréal	8.2	7.5
Goodwill and other adjustments	1.3	1.3
Carrying amount	**9.5**	**8.8**

16.2 Other associates

The Group holds a number of other associates that are individually not material for the Group.

16.3 Joint ventures

The Group holds 50% of a number of joint ventures operating in the food and beverages and in pharmaceutical activities. These joint ventures are individually not material for the Group, the main ones being Galderma and Cereal Partners Worldwide.

17. Earnings per share

	2013	2012
Basic earnings per share (in CHF)	3.14	3.21
Net profit (in millions of CHF)	10 015	10 228
Weighted average number of shares outstanding (in millions of units)	3 191	3 186
Diluted earnings per share (in CHF)	3.13	3.20
Net profit, net of effects of dilutive potential ordinary shares (in millions of CHF)	10 015	10 228
Weighted average number of shares outstanding, net of effects of dilutive potential ordinary shares (in millions of units)	3 200	3 195
Reconciliation of weighted average number of shares outstanding (in millions of units)		
Weighted average number of shares outstanding used to calculate basic earnings per share	3 191	3 186
Adjustment for share-based payment schemes, where dilutive	9	9
Weighted average number of shares outstanding used to calculate diluted earnings per share	3 200	3 195

18. Cash flow statement

18.1 Operating profit

In millions of CHF

	2013	2012
Profit for the year	10 445	10 677
Share of results of associates and joint ventures	(1 264)	(1 253)
Taxes	3 256	3 259
Financial income	(219)	(120)
Financial expense	850	825
	13 068	**13 388**

18.2 Non-cash items of income and expense

In millions of CHF

	2013	2012
Depreciation of property, plant and equipment	2 864	2 655
Impairment of property, plant and equipment	109	74
Impairment of goodwill	114	14
Amortisation of intangible assets	301	394
Impairment of intangible assets	34	—
Net result on disposal of businesses	1 188	(102)
Net result on disposal of assets	67	49
Non-cash items in financial assets and liabilities	(577)	(44)
Equity compensation plans	154	156
Other	98	21
	4 352	**3 217**

18.3 Decrease/(increase) in working capital

In millions of CHF

	2013	2012
Inventories	(157)	287
Trade and other receivables	(257)	(26)
Prepayments and accrued income	(48)	14
Trade and other payables	1 585	1 655
Accruals and deferred income	237	85
	1 360	**2 015**

18.4 Variation of other operating assets and liabilities

In millions of CHF

	2013	2012
Variation of employee benefits assets and liabilities	(887)	(174)
Variation of provisions	84	(50)
Other	229	129
	(574)	**(95)**

18.5 Net cash flows from treasury activities

In millions of CHF	2013	2012
Interest paid	(505)	(559)
Interest and dividends received	105	115
Net cash flows from derivatives used to hedge foreign operations	29	133
Net cash flows from trading derivatives	20	(13)
	(351)	**(324)**

18.6 Reconciliation of free cash flow and net financial debt

In millions of CHF	2013	2012
Operating cash flow	14 992	15 668
Capital expenditure	(4 928)	(5 273)
Expenditure on intangible assets	(402)	(325)
Sale of property, plant and equipment	86	130
Investments (net of divestments) in associates and joint ventures	(28)	(79)
Inflows from other investing activities	1 187	89
Outflows from other investing activities	(421)	(305)
Free cash flow	**10 486**	**9 905**
Acquisition of businesses	(321)	(10 916)
Financial liabilities and short-term investments acquired in business combinations	(1)	(8)
Disposal of businesses	421	142
Financial liabilities and short-term investments transferred on disposal of businesses	11	—
Acquisition (net of disposal) of non-controlling interests	(337)	(165)
Dividend paid to shareholders of the parent	(6 552)	(6 213)
Purchase of treasury shares	(481)	(532)
Sale of treasury shares	60	1 199
Reclassification of financial investments from non-current financial assets to net financial debt	366	2 841
Outflows from non-current treasury investments	(244)	(192)
Dividends paid to non-controlling interests	(328)	(204)
Cash inflows from hedging derivatives on net debt	41	250
Currency retranslations and exchange differences	399	47
Other movements	(90)	54
(Increase)/decrease of net financial debt	**3 430**	**(3 792)**
Net financial debt at beginning of year	(18 120)	(14 328)
Net financial debt at end of year	**(14 690)**	**(18 120)**

18.7 Cash and cash equivalents at end of year

In millions of CHF

	2013	2012
Cash at bank and in hand	4 524	3 499
Time deposits [(a)]	1 829	1 800
Commercial paper [(a)]	62	414
	6 415	**5 713**

(a) With maturity of three months or less as from the initial recognition.

19. Equity

19.1 Share capital issued

The ordinary share capital of Nestlé S.A. authorised, issued and fully paid is composed of 3 224 800 000 registered shares with a nominal value of CHF 0.10 each. Each share confers the right to one vote. No shareholder may be registered with the right to vote for shares which it holds, directly or indirectly, in excess of 5% of the share capital. Shareholders have the right to receive dividends.

19.2 Conditional share capital

The conditional capital of Nestlé S.A. amounts to CHF 10 million as in the preceding year. It confers the right to increase the ordinary share capital, through the exercise of conversion or option rights in connection with debentures and other financial market instruments, by a maximum of CHF 10 million by the issue of a maximum of 100 000 000 registered shares with a nominal value of CHF 0.10 each. Thus the Board of Directors has at its disposal a flexible instrument enabling it, if necessary, to finance the activities of the Company through convertible debentures.

19.3 Treasury shares

Number of shares in millions of units

	Notes	2013	2012
Purpose of holding			
Trading		18.2	18.0
Long-Term Incentive Plans	12	17.0	18.2
		35.2	**36.2**

At 31 December 2013, the treasury shares held by the Group represent 1.1% of the share capital (2012: 1.1%). Their market value amounts to CHF 2300 million (2012: CHF 2160 million).

19.4 Number of shares outstanding

Number of shares in millions of units

	Shares issued	Treasury shares	**Outstanding shares**
At 1 January 2012	3 300.0	(128.0)	**3 172.0**
Purchase of treasury shares	—	(9.1)	**(9.1)**
Sale of treasury shares	—	20.2	**20.2**
Treasury shares delivered in respect of options exercised	—	1.5	**1.5**
Treasury shares delivered in respect of equity compensation plans	—	4.0	**4.0**
Treasury shares cancelled	(75.2)	75.2	**—**
At 31 December 2012	**3 224.8**	**(36.2)**	**3 188.6**
Purchase of treasury shares	—	(7.7)	**(7.7)**
Treasury shares delivered in respect of options exercised	—	1.3	**1.3**
Treasury shares delivered in respect of equity compensation plans	—	3.3	**3.3**
Treasury shares delivered in respect of the acquisition of a business	—	4.1	**4.1**
At 31 December 2013	**3 224.8**	**(35.2)**	**3 189.6**

19.5 Translation reserve
The translation reserve comprises the cumulative gains and losses arising from translating the financial statements of foreign operations that use functional currencies other than Swiss francs. It also includes the changes in the fair value of hedging instruments used for net investments in foreign operations.

19.6 Retained earnings and other reserves
Retained earnings represent the cumulative profits, share premium, as well as remeasurement of defined benefit plans attributable to shareholders of the parent. Other reserves comprise the fair value reserve and the hedging reserve attributable to shareholders of the parent.

The fair value reserve includes the gains and losses on remeasuring available-for-sale financial instruments. At 31 December 2013, the reserve is CHF 50 million positive (2012: CHF 573 million positive).

The hedging reserve consists of the effective portion of the gains and losses on hedging instruments related to hedged transactions that have not yet occurred. At 31 December 2013, the reserve is CHF 42 million negative (2012: CHF 283 million negative).

19.7 Non-controlling interests
The non-controlling interests comprise the portion of equity of subsidiaries that are not owned, directly or indirectly, by Nestlé S.A. These non-controlling interests are individually not material for the Group.

19.8 Other comprehensive income

In millions of CHF

		Translation reserve	Retained earnings and other reserves	**Total attributable to shareholders of the parent**	Non-controlling interests	**Total**
2013	Currency retranslations	(2 887)	—	**(2 887)**	(59)	**(2 946)**
	Fair value adjustments on available-for-sale financial instruments	—	(523)	**(523)**	—	**(523)**
	Fair value adjustments on cash flow hedges	—	246	**246**	—	**246**
	Remeasurement of defined benefit plans	—	1 632	**1 632**	—	**1 632**
	Taxes	—	(558)	**(558)**	—	**(558)**
	Share of other comprehensive income of associates and joint ventures	—	87	**87**	—	**87**
	Other comprehensive income for the year	**(2 887)**	**884**	**(2 003)**	**(59)**	**(2 062)**
2012	Currency retranslations	(997)	—	**(997)**	(56)	**(1 053)**
	Fair value adjustments on available-for-sale financial instruments	—	325	**325**	—	**325**
	Fair value adjustments on cash flow hedges	—	150	**150**	—	**150**
	Remeasurement of defined benefit plans	—	(1 534)	**(1 534)**	—	**(1 534)**
	Taxes	—	355	**355**	—	**355**
	Share of other comprehensive income of associates and joint ventures	—	502	**502**	—	**502**
	Other comprehensive income for the year	**(997)**	**(202)**	**(1 199)**	**(56)**	**(1 255)**

19.9 Dividend

The dividend related to 2012 was paid on 18 April 2013 in accordance with the decision taken at the Annual General Meeting on 11 April 2013. Shareholders approved the proposed dividend of CHF 2.05 per share, resulting in a total dividend of CHF 6552 million.

Dividend payable is not accounted for until it has been ratified at the Annual General Meeting. At the meeting on 10 April 2014, a dividend of CHF 2.15 per share will be proposed, resulting in a total dividend of CHF 6927 million. For further details, refer to the Financial Statements of Nestlé S.A.

The Financial Statements for the year ended 31 December 2013 do not reflect this proposed distribution, which will be treated as an appropriation of profit in the year ending 31 December 2014.

20. Lease commitments

20.1 Operating leases

In millions of CHF

	2013	2012
Minimum lease payments	Future value	
Within one year	621	625
In the second year	499	519
In the third to the fifth year	1 042	1 066
After the fifth year	619	657
	2 781	**2 867**

Lease commitments relate mainly to buildings, industrial equipment, vehicles and IT equipment. The operating lease charge for the year 2013 amounts to CHF 734 million (2012: CHF 720 million).

20.2 Finance leases

In millions of CHF

		2013		2012
Minimum lease payments	Present value	Future value	Present value	Future value
Within one year	44	49	52	55
In the second year	42	49	39	45
In the third to the fifth year	101	133	90	126
After the fifth year	55	84	45	89
	242	**315**	**226**	**315**

The difference between the future value of the minimum lease payments and their present value represents the discount on the lease obligations.

21. Transactions with related parties

21.1 Compensation of the Board of Directors and the Executive Board

Board of Directors

With the exception of the Chairman and the CEO, members of the Board of Directors receive an annual compensation that varies with the Board and the Committee responsibilities as follows:

- Board members: CHF 280 000;
- members of the Chairman's and Corporate Governance Committee: additional CHF 200 000;
- members of the Compensation Committee: additional CHF 40 000 (Chair CHF 100 000);
- members of the Nomination Committee: additional CHF 40 000 (Chair CHF 100 000); and
- members of the Audit Committee: additional CHF 100 000 (Chair CHF 150 000).

Half of the compensation is paid through the granting of Nestlé S.A. shares at the ex-dividend closing price. These shares are subject to a three-year blocking period.

With the exception of the Chairman and the CEO, members of the Board of Directors also receive an annual expense allowance of CHF 15 000 each. This allowance covers travel and hotel accommodation in Switzerland, as well as sundry out-of-pocket expenses. For Board members from outside Europe, the Company reimburses additionally their airline tickets. When the Board meets outside of Switzerland, all expenses are borne and paid directly by the Company.

The Chairman is entitled to a cash compensation, as well as Nestlé S.A. shares which are blocked for three years.

Executive Board

The total annual remuneration of the members of the Executive Board comprises a salary, a bonus (based on the individual's performance and the achievement of the Group's objectives), equity compensation and other benefits. Members of the Executive Board can choose to receive part or all of their bonus in Nestlé S.A. shares at the average closing price of the last ten trading days of January of the year of the payment of the bonus. These shares are subject to a three-year blocking period.

In millions of CHF	2013	2012
Board of Directors [(a)]		
Chairman's compensation	8	9
Other Board members		
Remuneration – cash	3	3
Shares	2	2
Executive Board [(a)]		
Remuneration – cash	16	16
Bonus – cash	5	6
Bonus – shares	9	10
Equity compensation plans [(b)]	10	14
Pension	6	7

(a) Refer to Note 25 of the Financial Statements of Nestlé S.A. for the detailed disclosures, regarding the remunerations of the Board of Directors and the Executive Board, that are required by Swiss law.
(b) Equity compensation plans are equity-settled share-based payment transactions whose cost is recognised over the vesting period as required by IFRS 2.

21.2 Transactions with associates and joint ventures

There are no significant transactions between the Group companies and associates.

The main transactions with joint ventures are loans granted by the Group whose outstanding balances as at 31 December 2013 amount to CHF 945 million (2012: CHF 1020 million) and dividends and interest received which represent an amount of CHF 139 million (2012: CHF 139 million).

21.3 Other transactions

Nestlé Capital Advisers SA (NCA), one of the Group's subsidiaries, is an unregulated investment and actuarial adviser, based in Switzerland. Further to actuarial advice, NCA renders investment consulting services to some of the Group's pension funds, either directly or indirectly via the Robusta mutual fund umbrella, but NCA never executes trading and investment transactions. The fees received by NCA in 2013 for those activities amounted to CHF 15 million (2012: CHF 15 million).

Nestlé Capital Management Ltd (NCM), a 100% subsidiary of NCA, is an asset manager authorised and regulated by the Financial Conduct Authority, in the United Kingdom. NCM manages some of the assets of the Group's pension funds. In this function, NCM executes trading and investment transactions on behalf of these pension funds directly or for the Robusta mutual funds pension investment vehicles. The fees received by NCM in 2013 for those activities amounted to CHF 22 million (2012: CHF 14 million). The assets under direct management represented an amount of CHF 11.8 billion at 31 December 2013 (2012: CHF 11.8 billion).

In addition, Robusta Asset Management Ltd (RAML), a 100% subsidiary of NCA, is in charge of selecting and monitoring investment managers for the Robusta mutual funds pension investment vehicles. RAML has delegated most of its activities to third-parties, including NCA and hence no fee income is generated by RAML. Any remaining expenses are covered by means of fees deducted from its assets under management. The assets under supervision of RAML amounted to CHF 10.0 billion at 31 December 2013 (2012: CHF 8.8 billion). Of this amount CHF 6.8 billion (2012: CHF 5.3 billion) of assets are under direct management of NCM.

Furthermore, throughout 2013, no director of the Group had a personal interest in any transaction of significance for the business of the Group.

22. Restatements and adjustments of 2012 comparatives

Following the implementation of IFRS 11 – Joint Arrangements and IAS 19 Revised 2011 – Employee Benefits described in the accounting policies, 2012 comparatives have been restated as follows:

Consolidated income statement for the year ended 31 December 2012

In millions of CHF

	Notes	As originally published	IAS 19	IFRS 11	Restated
Sales	3	**92 186**	**—**	**(2 465)**	**89 721**
Other revenue		138	—	72	**210**
Cost of goods sold		(48 398)	(22)	920	**(47 500)**
Distribution expenses		(8 167)	(7)	157	**(8 017)**
Marketing and administration expenses		(19 688)	(254)	901	**(19 041)**
Research and development costs		(1 544)	(1)	132	**(1 413)**
Other trading income	4	141	—	—	**141**
Other trading expenses	4	(656)	—	19	**(637)**
Trading operating profit	3	**14 012**	**(284)**	**(264)**	**13 464**
Other operating income	4	146	—	—	**146**
Other operating expenses	4	(226)	—	4	**(222)**
Operating profit		**13 932**	**(284)**	**(260)**	**13 388**
Financial income	5	110	12	(2)	**120**
Financial expense	5	(591)	(254)	20	**(825)**
Profit before taxes, associates and joint ventures		**13 451**	**(526)**	**(242)**	**12 683**
Taxes	15	(3 451)	143	49	**(3 259)**
Share of results of associates and joint ventures	16	1 060	—	193	**1 253**
Profit for the year		**11 060**	**(383)**	**—**	**10 677**
of which attributable to non-controlling interests		449	—	—	**449**
of which attributable to shareholders of the parent (Net profit)		10 611	(383)	—	**10 228**
Earnings per share (in CHF)					
Basic earnings per share	17	3.33	(0.12)	—	**3.21**
Diluted earnings per share	17	3.32	(0.12)	—	**3.20**

Consolidated statement of comprehensive income for the year ended 31 December 2012

In millions of CHF

	Notes	As originally published	IAS 19	IFRS 11	Restated
Profit for the year recognised in the income statement		**11 060**	**(383)**	**—**	**10 677**
Currency retranslations					
– Recognised in translation reserve		(1 052)	—	(1)	**(1 053)**
– Reclassified from translation reserve to income statement		—	—	—	**—**
Fair value adjustments on available-for-sale financial instruments					
– Recognised in fair value reserve		309	—	1	**310**
– Reclassified from fair value reserve to income statement		16	—	(1)	**15**
Fair value adjustments on cash flow hedges					
– Recognised in hedging reserve		(110)	—	(6)	**(116)**
– Reclassified from hedging reserve		272	—	(6)	**266**
Taxes	15	(32)	—	1	**(31)**
Share of other comprehensive income of associates and joint ventures	16	566	—	12	**578**
Items that are or may be reclassified subsequently to the income statement		(31)	—	—	**(31)**
Remeasurement of defined benefit plans	11	(2 063)	517	12	**(1 534)**
Taxes	15	533	(142)	(5)	**386**
Share of other comprehensive income of associates and joint ventures	16	(69)	—	(7)	**(76)**
Items that will never be reclassified to the income statement		(1 599)	375	—	**(1 224)**
Other comprehensive income for the year	19	**(1 630)**	**375**	**—**	**(1 255)**
Total comprehensive income for the year		**9 430**	**(8)**	**—**	**9 422**
of which attributable to non-controlling interests		393	—	—	**393**
of which attributable to shareholders of the parent		9 037	(8)	—	**9 029**

Consolidated balance sheet as at 1 January 2012

In millions of CHF

	Notes	As originally published	IAS 19	IFRS 11	**Restated**
Assets					
Current assets					
Cash and cash equivalents	14/18	4 938	—	(169)	**4 769**
Short-term investments	14	3 050	—	(37)	**3 013**
Inventories	6	9 255	—	(160)	**9 095**
Trade and other receivables	7/14	13 340	—	(349)	**12 991**
Prepayments and accrued income		900	—	(21)	**879**
Derivative assets	14	731	—	(9)	**722**
Current income tax assets		1 094	—	(41)	**1 053**
Assets held for sale	2	16	—	—	**16**
Total current assets		**33 324**	**—**	**(786)**	**32 538**
Non-current assets					
Property, plant and equipment	8	23 971	—	(511)	**23 460**
Goodwill	9	29 008	—	(395)	**28 613**
Intangible assets	10	9 356	—	(571)	**8 785**
Investments in associates and joint ventures	16	8 629	—	1 688	**10 317**
Financial assets	14	7 161	—	(8)	**7 153**
Employee benefits assets	11	127	—	—	**127**
Current income tax assets		39	—	—	**39**
Deferred tax assets	15	2 476	(5)	(63)	**2 408**
Total non-current assets		**80 767**	**(5)**	**140**	**80 902**
Total assets		**114 091**	**(5)**	**(646)**	**113 440**

Consolidated balance sheet as at 1 January 2012 (continued)

In millions of CHF

	Notes	As originally published	IAS 19	IFRS 11	**Restated**
Liabilities and equity					
Current liabilities					
Financial debt	14	16 100	—	(155)	**15 945**
Trade and other payables	14	13 584	—	(40)	**13 544**
Accruals and deferred income		2 909	—	(129)	**2 780**
Provisions	13	576	—	(1)	**575**
Derivative liabilities	14	646	—	(14)	**632**
Current income tax liabilities		1 417	—	(38)	**1 379**
Total current liabilities		**35 232**	**—**	**(377)**	**34 855**
Non-current liabilities					
Financial debt	14	6 207	—	(42)	**6 165**
Employee benefits liabilities	11	7 105	(91)	(102)	**6 912**
Provisions	13	3 094	—	(15)	**3 079**
Deferred tax liabilities	15	2 060	18	(104)	**1 974**
Other payables	14	2 119	—	(6)	**2 113**
Total non-current liabilities		**20 585**	**(73)**	**(269)**	**20 243**
Total liabilities		**55 817**	**(73)**	**(646)**	**55 098**
Equity	19				
Share capital		330	—	—	**330**
Treasury shares		(6 722)	—	—	**(6 722)**
Translation reserve		(16 927)	—	—	**(16 927)**
Retained earnings and other reserves		80 116	68	—	**80 184**
Total equity attributable to shareholders of the parent		**56 797**	**68**	**—**	**56 865**
Non-controlling interests		1 477	—	—	**1 477**
Total equity		**58 274**	**68**	**—**	**58 342**
Total liabilities and equity		**114 091**	**(5)**	**(646)**	**113 440**

Consolidated balance sheet as at 31 December 2012

In millions of CHF

	Notes	As originally published	IAS 19	IFRS 11	**Restated**	Adjustments of Wyeth Nutrition (a)	**Restated and adjusted**
Assets							
Current assets							
Cash and cash equivalents	14/18	5 840	—	(127)	**5 713**	—	**5 713**
Short-term investments	14	3 585	—	(2)	**3 583**	—	**3 583**
Inventories	6	9 125	—	(176)	**8 949**	(10)	**8 939**
Trade and other receivables	7/14	13 404	—	(359)	**13 045**	3	**13 048**
Prepayments and accrued income		844	—	(22)	**822**	(1)	**821**
Derivative assets	14	586	—	(10)	**576**	—	**576**
Current income tax assets		1 028	—	(57)	**971**	1	**972**
Assets held for sale	2	793	—	—	**793**	(425)	**368**
Total current assets		**35 205**	**—**	**(753)**	**34 452**	**(432)**	**34 020**
Non-current assets							
Property, plant and equipment	8	26 903	—	(557)	**26 346**	230	**26 576**
Goodwill	9	32 615	—	(398)	**32 217**	471	**32 688**
Intangible assets	10	13 643	—	(546)	**13 097**	(79)	**13 018**
Investments in associates and joint ventures	16	9 846	—	1 733	**11 579**	7	**11 586**
Financial assets	14	5 003	—	(8)	**4 995**	(16)	**4 979**
Employee benefits assets	11	84	1	(2)	**83**	1	**84**
Current income tax assets		27	—	—	**27**	—	**27**
Deferred tax assets	15	2 903	(5)	(43)	**2 855**	44	**2 899**
Total non-current assets		**91 024**	**(4)**	**179**	**91 199**	**658**	**91 857**
Total assets		**126 229**	**(4)**	**(574)**	**125 651**	**226**	**125 877**

(a) The balance sheet as at 31 December 2012 has been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

Consolidated balance sheet as at 31 December 2012 (continued)

In millions of CHF

	Notes	As originally published	IAS 19	IFRS 11	**Restated**	Adjustments of Wyeth Nutrition (a)	**Restated and adjusted**
Liabilities and equity							
Current liabilities							
Financial debt	14	18 568	—	(160)	**18 408**	—	**18 408**
Trade and other payables	14	14 455	—	(18)	**14 437**	190	**14 627**
Accruals and deferred income		3 229	—	(150)	**3 079**	(1)	**3 078**
Provisions	13	441	—	—	**441**	11	**452**
Derivative liabilities	14	428	—	(5)	**423**	—	**423**
Current income tax liabilities		1 631	—	(34)	**1 597**	11	**1 608**
Liabilities directly associated with assets held for sale		1	—	—	**1**	—	**1**
Total current liabilities		**38 753**	**—**	**(367)**	**38 386**	**211**	**38 597**
Non-current liabilities							
Financial debt	14	9 009	—	(1)	**9 008**	—	**9 008**
Employee benefits liabilities	11	8 554	(82)	(113)	**8 359**	1	**8 360**
Provisions	13	2 842	—	(16)	**2 826**	1	**2 827**
Deferred tax liabilities	15	2 276	18	(69)	**2 225**	15	**2 240**
Other payables	14	2 191	—	(8)	**2 183**	(2)	**2 181**
Total non-current liabilities		**24 872**	**(64)**	**(207)**	**24 601**	**15**	**24 616**
Total liabilities		**63 625**	**(64)**	**(574)**	**62 987**	**226**	**63 213**
Equity	19						
Share capital		322	—	—	**322**	—	**322**
Treasury shares		(2 078)	—	—	**(2 078)**	—	**(2 078)**
Translation reserve		(17 923)	—	(1)	**(17 924)**	—	**(17 924)**
Retained earnings and other reserves		80 626	60	1	**80 687**	—	**80 687**
Total equity attributable to shareholders of the parent		**60 947**	**60**	**—**	**61 007**	**—**	**61 007**
Non-controlling interests		1 657	—	—	**1 657**	—	**1 657**
Total equity		**62 604**	**60**	**—**	**62 664**	**—**	**62 664**
Total liabilities and equity		**126 229**	**(4)**	**(574)**	**125 651**	**226**	**125 877**

(a) The balance sheet as at 31 December 2012 has been adjusted following the final valuation of the Wyeth Nutrition acquisition (see Note 2).

Consolidated cash flow statement for the year ended 31 December 2012

In millions of CHF

	Notes	As originally published	IAS 19	IFRS 11	**Restated**
Operating activities					
Operating profit	18	13 932	(284)	(260)	**13 388**
Non-cash items of income and expense	18	3 316	—	(99)	**3 217**
Cash flow before changes in operating assets and liabilities		**17 248**	**(284)**	**(359)**	**16 605**
Decrease/(increase) in working capital	18	1 988	—	27	**2 015**
Variation of other operating assets and liabilities	18	(375)	284	(4)	**(95)**
Cash generated from operations		**18 861**	**—**	**(336)**	**18 525**
Net cash flows from treasury activities	18	(334)	—	10	**(324)**
Taxes paid		(3 201)	—	83	**(3 118)**
Dividends and interest from associates and joint ventures	16	446	—	139	**585**
Operating cash flow		**15 772**	**—**	**(104)**	**15 668**
Investing activities					
Capital expenditure	8	(5 368)	—	95	**(5 273)**
Expenditure on intangible assets	10	(343)	—	18	**(325)**
Sale of property, plant and equipment		130	—	—	**130**
Acquisition of businesses	2	(10 918)	—	2	**(10 916)**
Disposal of businesses	2	144	—	(2)	**142**
Investments (net of divestments) in associates and joint ventures	16	(86)	—	7	**(79)**
Outflows from non-current treasury investments		(192)	—	—	**(192)**
Inflows from non-current treasury investments		1 561	—	—	**1 561**
Inflows/(outflows) from short-term treasury investments		711	—	(34)	**677**
Inflows from other investing activities		100	—	(11)	**89**
Outflows from other investing activities		(326)	—	21	**(305)**
Cash flow from investing activities		**(14 587)**	**—**	**96**	**(14 491)**
Financing activities					
Dividend paid to shareholders of the parent	19	(6 213)	—	—	**(6 213)**
Dividends paid to non-controlling interests		(204)	—	—	**(204)**
Acquisition (net of disposal) of non-controlling interests		(165)	—	—	**(165)**
Purchase of treasury shares		(532)	—	—	**(532)**
Sale of treasury shares		1 199	—	—	**1 199**
Inflows from bonds and other non-current financial debt		5 226	—	—	**5 226**
Outflows from bonds and other non-current financial debt		(1 680)	—	30	**(1 650)**
Inflows/(outflows) from current financial debt		2 312	—	13	**2 325**
Cash flow from financing activities		**(57)**	**—**	**43**	**(14)**
Currency retranslations		(226)	—	7	**(219)**
Increase/(decrease) in cash and cash equivalents		**902**	**—**	**42**	**944**
Cash and cash equivalents at beginning of year		4 938	—	(169)	**4 769**
Cash and cash equivalents at end of year		**5 840**	**—**	**(127)**	**5 713**

23. Guarantees

At 31 December 2013, the Group has given guarantees to third parties for an amount of CHF 772 million (2012: CHF 534 million). The most significant balance relates to the Nestlé UK pension fund.

24. Group risk management

The Nestlé Group Enterprise Risk Management (ERM) is a process applied across the enterprise, designed to identify potential events that may affect the Company, to manage risk to be within its risk appetite, and to provide reasonable assurance regarding the achievement of objectives. Risk management is an integral element of the Governance, Risk management and Compliance (GRC) model.

GRC is an integrated, holistic approach ensuring that the organisation acts in accordance with its risk appetite, internal policies and guidelines, and external regulations. GRC is thereby promoting a proactive risk management and the effectiveness of internal controls.

ERM enables Nestlé's management to raise risk awareness, to anticipate risks early and to make sound business decisions throughout the Group by understanding relative business impact of different types of risks, root causes and correlations among interdependent risks or major impact of the Company on its social and physical environment.

A global risk appetite is defined by the Executive Board and reviewed and validated on an annual basis by the Board of Directors.

The complexity of the Nestlé Group requires a two-tiered (centralised and decentralised) approach to the evaluation of risk. To allow for this complexity, the ERM has been developed using both "Top-Down" and "Bottom-Up" assessments.

Implementation of this Framework has allowed the Group to achieve the following objectives:

- identification and quantification of tangible (financial, operational, physical, human assets, etc.) and intangible (reputation, brand image, intellectual property, etc.) risks in a transparent manner;
- development of a common language for communicating and consolidating risk; and
- prioritisation and identification of where to focus management resources and activity.

The "Top-Down" assessment occurs annually and focuses on the Group's global risk portfolio. It is performed with all members of the Executive Board and addresses the most relevant risks related to the strategic development of the Nestlé Group. An annual Compliance Risk Assessment is also performed by the functions represented in the Group Compliance Committee. The individual "Top-Down" assessments of Zones, Globally Managed Businesses, and all markets are consolidated, presented and discussed with the Executive Board. It is intended to provide a high-level mapping of Group risk and allow Group Management to make sound decisions on the future operations of the Company. Risk assessments are the responsibility of line management; this applies equally to a business, a market or a function, and any mitigating actions identified in the assessments are the responsibility of the individual line management. If a Group-level intervention is required, responsibility for mitigating actions will generally be determined by the Executive Board.

The "Bottom-Up" process includes assessments performed at an individual component level (business unit, function, department or project). The reason for performing these component level risk assessments is to highlight localised issues where risks can be mitigated quickly and efficiently. The timing of these assessments varies, and any mitigating actions required are the responsibility of the line management of the individual component unit.

Overall Group ERM reporting combines the total results of the "Top-Down" assessment and the compilations of the individual "Bottom-Up" assessments. The results of the Group ERM are presented to the Executive Board, Audit Committee and Board of Directors annually. In the case of an individual risk assessment identifying a risk which requires action at Group level, an ad hoc presentation is made to the Executive Board.

Financial risks management is described in more detail in Note 14.

25. Events after the balance sheet date

On 11 February 2014, the Group announced its intention to sell 48.5 million of its L'Oréal shares to L'Oréal for EUR 6.0 billion. The shares will be cancelled. Upon completion of the transaction the Group will continue to account for its remaining stake in L'Oréal using the equity method.

Part of the proceeds will be used to acquire the remaining 50% of the shares of Galderma currently owned by L'Oréal for EUR 2.6 billion, subject to regulatory approvals which are expected to be received during the first half of 2014. In addition, the Group intends to use the remaining EUR 3.4 billion to launch a share buy-back programme.

The main financial effects of the transaction are expected to result in incremental annual sales of CHF 2 billion following the consolidation of Galderma, and a one-off gain of approximately CHF 7.5 billion (including a revaluation gain on the 50% stake in Galderma already held by the Group).

At 12 February 2014, the date of approval for issue of the Consolidated Financial Statements by the Board of Directors, the Group has no other subsequent events that warrant a modification of the value of its assets and liabilities or any additional disclosure.

26. Group companies

The list of companies appears in the section Companies of the Nestlé Group.

Report of the Statutory Auditor on the Consolidated Financial Statements
to the General Meeting of Nestlé S.A.

As statutory auditor, we have audited the consolidated financial statements (income statement, statement of comprehensive income, balance sheet, cash flow statement, statement of changes in equity and notes on pages 74 to 148) of the Nestlé Group for the year ended 31 December 2013.

Board of Directors' responsibility
The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) and the requirements of Swiss law. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Swiss law and Swiss Auditing Standards as well as International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the consolidated financial statements for the year ended 31 December 2013 give a true and fair view of the financial position, the results of operations and the cash flows in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

Report on other legal requirements

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act (AOA) and independence (article 728 CO and article 11 AOA) and that there are no circumstances incompatible with our independence.

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

KPMG SA

Scott Cormack
Licensed Audit Expert
Auditor in charge

Fabien Lussu
Licensed Audit Expert

Geneva, 12 February 2014

Financial information – 5 year review

In millions of CHF (except for per share data and personnel)

	2013		2012 [f]
Results			
Sales [a]	92 158		89 721
Trading operating profit [a]	14 047		13 464
as % of sales [a]	*15.2%*		*15.0%*
Sales	—		—
EBIT *	—		—
as % of sales	—		—
Taxes	3 256		3 259
Profit for the year attributable to shareholders of the parent (Net profit)	10 015		10 228
as % of sales [a]	*10.9%*		*11.4%*
Total amount of dividend	6 927	(e)	6 552
Depreciation of property, plant and equipment	2 864		2 655
Balance sheet and Cash flow statement			
Current assets	30 066		34 020
Non-current assets	90 376		91 857
Total assets	120 442		125 877
Current liabilities	32 917		38 597
Non-current liabilities	23 386		24 616
Equity attributable to shareholders of the parent	62 575		61 007
Non-controlling interests	1 564		1 657
Net financial debt	14 690		18 120
Operating cash flow [b]	14 992		15 668
as % of net financial debt	*102.1%*		*86.5%*
Free cash flow [c]	10 486		9 905
Capital expenditure	4 928		5 273
as % of sales [a]	*5.3%*		*5.9%*
Data per share			
Weighted average number of shares outstanding (in millions of units)	3 191		3 186
Total basic earnings per share	3.14		3.21
Equity attributable to shareholders of the parent	19.61		19.15
Dividend	2.15	(e)	2.05
Pay-out ratio based on Total basic earnings per share	68.5%	(e)	63.9%
Stock prices (high)	70.00		62.30
Stock prices (low)	59.20		52.50
Yield [d]	3.1/3.6	(e)	3.3/3.9
Market capitalisation	**208 279**		**190 038**
Number of personnel (in thousands)	**333**		**333**

* Earnings Before Interest, Taxes, restructuring and impairments.
(a) 2010 restated following the changes of presentation made to the Income Statement as of 1 January 2011 (refer to Note 1 – Accounting Policies of the 2011 Consolidated Financial Statements).
(b) 2011 restated following the changes in the cash flow statement (refer to Note 1 – Accounting Policies of the 2012 Consolidated Financial Statements).
(c) Refer to Note 18.6 for definition. As from 2012, movements with non-controlling interests are no longer deducted. 2011 comparatives have been restated accordingly.

	2011	2010		2009	
					Results
	83 642	93 015		—	Sales [a]
	12 538	14 832		—	Trading operating profit [a]
	15.0%	*15.9%*		—	*as % of sales* [a]
	—	109 722		107 618	Sales
	—	16 194		15 699	EBIT *
	—	*14.8%*		*14.6%*	*as % of sales*
	3 112	3 693		3 362	Taxes
	9 487	34 233	[g]	10 428	Profit for the year attributable to shareholders of the parent (Net profit)
	11.3%	*36.8%*	[g]	*9.7%*	*as % of sales* [a]
	6 213	5 939		5 443	Total amount of dividend
	2 422	2 552		2 713	Depreciation of property, plant and equipment
					Balance sheet and Cash flow statement
	33 324	38 997		39 870	Current assets
	80 767	72 644		71 046	Non-current assets
	114 091	111 641		110 916	Total assets
	35 232	30 146		36 083	Current liabilities
	20 585	18 897		21 202	Non-current liabilities
	56 797	61 867		48 915	Equity attributable to shareholders of the parent
	1 477	731		4 716	Non-controlling interests
	14 319	3 854		18 085	Net financial debt
	10 180	13 608		17 934	Operating cash flow [b]
	71.1%	*353.2%*	[g]	*99.2%*	*as % of net financial debt*
	4 757	7 761		12 369	Free cash flow [c]
	4 779	4 576		4 641	Capital expenditure
	5.7%	*4.9%*		*4.3%*	*as % of sales* [a]
					Data per share
	3 196	3 371		3 572	Weighted average number of shares outstanding (in millions of units)
	2.97	10.16	[g]	2.92	Total basic earnings per share
	17.77	18.35		13.69	Equity attributable to shareholders of the parent
	1.95	1.85		1.60	Dividend
	65.7%	18.2%		54.8%	Pay-out ratio based on Total basic earnings per share
	55.45	56.90		51.25	Stock prices (high)
	43.50	48.18		35.04	Stock prices (low)
	3.5/4.5	3.3/3.8		3.1/4.6	Yield [d]
	171 287	**178 316**		**174 294**	**Market capitalisation**
	328	**281**		**278**	**Number of personnel (in thousands)**

(d) Calculated on the basis of the dividend for the year concerned, which is paid in the following year, and on high/low stock prices.
(e) As proposed by the Board of Directors of Nestlé S.A.
(f) 2012 restated following the implementation of IFRS 11 and IAS 19 revised, and adjusted following the final valuation of the Wyeth Nutrition acquisition.
(g) Impacted by the profit on disposal of 52% of Alcon outstanding capital.

Companies of the Nestlé Group

Principal affiliated companies [a], including joint arrangements and associates, which operate in the Food and Beverages business, with the exception of those marked with an ° which are engaged in the health and beauty activities.

[a] In the context of the SIX Swiss Exchange Directive on Information relating to Corporate Governance, the disclosure criteria are as follows:
– operating companies are disclosed if their sales exceed CHF 10 million or equivalent;
– financial companies are disclosed if either their equity exceed CHF 10 million or equivalent and/or the total balance sheet is higher than CHF 50 million or equivalent.

Countries within the continents are listed according to the alphabetical order of the country names.
Percentage of capital shareholding corresponds to voting powers unless stated otherwise.

All companies listed below are fully consolidated unless stated otherwise.

1) Joint ventures accounted for using the equity method.
2) Joint operations accounted for in proportion to the Nestlé contractual specified share (usually 50%).
3) Associates accounted for using the equity method.

Δ Companies listed on the stock exchange
◊ Sub-holding, financial and property companies

Companies		City	% capital shareholdings	Currency	Capital
Europe					
Austria					
C.P.A. Cereal Partners Handelsgesellschaft M.B.H. & Co. OHG	1)	Wien	50%	EUR	145 346
Nespresso Österreich GmbH & Co. OHG		Wien	100%	EUR	35 000
Nestlé Österreich GmbH		Wien	100%	EUR	7 270 000
Azerbaijan					
Nestlé Azerbaijan Llc		Baku	100%	USD	200 000
Belgium					
Centre de Coordination Nestlé S.A.	◊	Bruxelles	100%	EUR	3 298 971 818
Davigel Belgilux S.A.		Bruxelles	100%	EUR	1 487 361
Nespresso Belgique S.A.		Bruxelles	100%	EUR	550 000
Nestlé Belgilux S.A.		Bruxelles	100%	EUR	64 924 438
Nestlé Catering Services N.V.		Bruxelles	100%	EUR	14 035 500
Nestlé Waters Benelux S.A.		Etalle	100%	EUR	5 601 257
Bosnia and Herzegovina					
Nestlé Adriatic B&H d.o.o.		Sarajevo	100%	BAM	2 000
Bulgaria					
Nestlé Bulgaria A.D.		Sofia	100%	BGN	10 234 933
Croatia					
Nestlé Adriatic d.o.o.		Zagreb	100%	HRK	14 685 500
Czech Republic					
Cereal Partners Czech Republic	1)	Praha	50%	CZK	23 100 000
Nestlé Cesko s.r.o.		Praha	100%	CZK	300 000 000

Companies		City	% capital shareholdings	Currency	Capital
Denmark					
Glycom A/S	3)	Copenhagen	36.1%	DKK	149 000 000
Nestlé Danmark A/S		Copenhagen	100%	DKK	44 000 000
Oscar A/S		Rønnede	100%	DKK	12 000 000
Finland					
Puljonki Oy		Helsinki	100%	EUR	85 000
Suomen Nestlé Oy		Helsinki	100%	EUR	10 000 000
France					
Centres de Recherche et Développement Nestlé S.A.S.		Beauvais	100%	EUR	3 138 230
Cereal Partners France SNC	1)	Noisiel	50%	EUR	3 000 000
Davigel S.A.S.		Martin Eglise	100%	EUR	7 681 250
Galderma International S.A.S.°	1)	Courbevoie	50%	EUR	940 020
Galderma Q-Med S.A.S.°	1)	Paris	50%	EUR	3 769 870
Galderma Research and Development SNC°	1)	Biot	50%	EUR	70 518 259
Herta S.A.S.		Noisiel	100%	EUR	12 908 610
Houdebine S.A.S.		Noyal Pontivy	100%	EUR	726 000
L'Oréal S.A.°	Δ 3)	Paris	29.7%	EUR	121 180 377
Listed on the Paris stock exchange, market capitalisation EUR 77.4 billion, quotation code (ISIN) FR0000120321					
Laboratoires Galderma S.A.S.°	1)	Alby-sur-Chéran	50%	EUR	14 015 454
Laboratoires Innéov SNC°	1)	Nanterre	50%	EUR	950 000
Lactalis Nestlé Produits Frais S.A.S.	3)	Laval	40%	EUR	69 208 832
Nespresso France S.A.S.		Paris	100%	EUR	1 360 000
Nestlé Clinical Nutrition France S.A.S.		Noisiel	100%	EUR	57 943 072
Nestlé Entreprises S.A.S.	◊	Noisiel	100%	EUR	739 559 392
Nestlé France M.G. S.A.S.		Noisiel	100%	EUR	50 000
Nestlé France S.A.S.		Noisiel	100%	EUR	130 925 520
Nestlé Grand Froid S.A.		Noisiel	100%	EUR	3 120 000
Nestlé Purina PetCare France S.A.S.		Rueil-Malmaison	100%	EUR	21 091 872
Nestlé Waters S.A.S.	◊	Issy-les-Moulineaux	100%	EUR	254 893 080
Nestlé Waters France S.A.S.	◊	Issy-les-Moulineaux	100%	EUR	44 856 149
Nestlé Waters Management & Technology S.A.S.		Issy-les-Moulineaux	100%	EUR	38 113
Nestlé Waters Marketing & Distribution S.A.S.		Issy-les-Moulineaux	100%	EUR	26 740 940
Nestlé Waters Services S.A.S.		Issy-les-Moulineaux	100%	EUR	1 356 796
Nestlé Waters Supply Centre S.A.S.		Issy-les-Moulineaux	100%	EUR	2 577 000
Nestlé Waters Supply Est S.A.S.		Issy-les-Moulineaux	100%	EUR	17 539 660
Nestlé Waters Supply Sud S.A.S.		Issy-les-Moulineaux	100%	EUR	7 309 106
Société de Bouchages Emballages Conditionnement Moderne S.A.S.	3)	Lavardac	50%	EUR	10 200 000
Société des Produits Alimentaires de Caudry S.A.S.		Noisiel	100%	EUR	1 440 000
Société Française des Eaux Régionales S.A.S.	◊	Issy-les-Moulineaux	100%	EUR	1 490 098
Société Immobilière de Noisiel S.A.	◊	Noisiel	100%	EUR	22 753 550
Société Industrielle de Transformation de Produits Agricoles S.A.S.		Noisiel	100%	EUR	9 718 000

Companies		City	% capital shareholdings	Currency	Capital
Germany					
Alois Dallmayr Kaffee OHG	3)	München	25%	EUR	10 250 000
C.P.D. Cereal Partners Deutschland GmbH & Co. OHG	1)	Frankfurt am Main	50%	EUR	511 292
Erlenbacher Backwaren GmbH		Darmstadt	100%	EUR	2 582 024
Galderma Laboratorium GmbH°	1)	Düsseldorf	50%	EUR	800 000
Nestlé Deutschland AG		Frankfurt am Main	100%	EUR	214 266 628
Nestlé Product Technology Centre Lebensmittelforschung GmbH		Singen	100%	EUR	52 000
Nestlé Unternehmungen Deutschland GmbH	◊	Frankfurt am Main	100%	EUR	60 000 000
Nestlé Waters Deutschland GmbH		Mainz	100%	EUR	10 566 000
Spirig Pharma GmbH°	1)	Düsseldorf	50%	EUR	155 000
Trinks GmbH	3)	Goslar	25%	EUR	2 360 000
Trinks Süd GmbH	3)	München	25%	EUR	260 000
Greece					
C.P.W. Hellas Breakfast Cereals S.A.	1)	Maroussi	50%	EUR	201 070
Nespresso Hellas S.A.		Maroussi	100%	EUR	500 000
Nestlé Hellas S.A.		Maroussi	100%	EUR	39 119 726
Hungary					
Cereal Partners Hungária Kft.	1)	Budapest	50%	HUF	22 000 000
Kékkúti Ásvànyvíz Zrt.		Budapest	100%	HUF	238 326 000
Nestlé Hungária Kft.		Budapest	100%	HUF	6 000 000 000
Italy					
Fastlog S.p.A.		Milano	100%	EUR	154 935
Galderma Italia S.p.A.°	1)	Milano	50%	EUR	612 000
Nespresso Italiana S.p.A.		Milano	100%	EUR	250 000
Nestlé Italiana S.p.A.		Milano	100%	EUR	25 582 492
Sanpellegrino S.p.A.		Milano	100%	EUR	58 742 145
Kazakhstan					
Nestlé Food Kazakhstan LLP		Almaty	100%	KZT	91 900
Lithuania					
UAB "Nestlé Baltics"		Vilnius	100%	LTL	110 000
Luxemburg					
Compagnie Financière du Haut-Rhin S.A.	◊	Luxembourg	100%	EUR	105 200 000
Nespresso Luxembourg Sàrl		Luxembourg	100%	EUR	12 525
Nestlé Finance International Ltd	◊	Luxembourg	100%	EUR	440 000
Nestlé Treasury International S.A.	◊	Luxembourg	100%	EUR	1 000 000
NTC-Europe S.A.	◊	Luxembourg	100%	EUR	3 565 000
Macedonia					
Nestlé Adriatik Makedonija d.o.o.e.l.		Skopje-Karpos	100%	MKD	31 065 780

Companies		City	% capital shareholdings	Currency	Capital
Malta					
Nestlé Malta Ltd		Lija	100%	EUR	116 470
Netherlands					
East Springs International N.V.	◊	Amsterdam	100%	EUR	25 370 000
Galderma BeNeLux B.V.°	1)	Rotterdam	50%	EUR	18 002
Nespresso Nederland B.V.		Amsterdam	100%	EUR	680 670
Nestlé Nederland B.V.		Amstelveen	100%	EUR	11 346 000
Norway					
A/S Nestlé Norge		Oslo	100%	NOK	81 250 000
Kaffeknappen Norge AS		Oslo	87.5%	NOK	100 000
Poland					
Cereal Partners Poland Torun-Pacific Sp. Z o.o.	1)	Torun	50%	PLN	14 572 838
Galderma Polska Z o.o.°	1)	Warszawa	50%	PLN	93 000
Nestlé Polska S.A.		Warszawa	100%	PLN	50 000 000
Nestlé Waters Polska S.A.		Warszawa	100%	PLN	196 100 000
Portugal					
Cereal Associados Portugal A.E.I.E.	1)	Oeiras	50%	EUR	99 760
Nestlé Portugal S.A.		Oeiras	100%	EUR	30 000 000
Nestlé Waters direct Portugal, comércio e distribuição de produtos alimentares, S.A.		Loures	100%	EUR	1 000 000
Prolacto-Lacticinios de São Miguel S.A.		Ponta Delgada	100%	EUR	700 000
Republic of Ireland					
Nestlé (Ireland) Ltd		Dublin	100%	EUR	41 964 052
Pfizer Nutritionals Ireland Limited		Askeaton	100%	USD	885 599 990
Republic of Serbia					
Nestlé Adriatic S d.o.o., Beograd-Surcin		Beograd-Surcin	100%	RSD	7 996 397 614
Romania					
Nestlé Romania S.R.L.		Bucharest	100%	RON	77 906 800
Russia					
Cereal Partners Rus, LLC	1)	Moscow	50%	RUB	20 420 000
LLC Nestlé Watercoolers Service		Moscow	100%	RUB	20 372 926
Nestlé Kuban LLC		Timashevsk	100%	RUB	11 041 793
Nestlé Rossiya LLC		Moscow	100%	RUB	840 153 854
ooo Galderma LLC°	1)	Moscow	50%	RUB	25 000 000
Slovak Republic					
Nestlé Slovensko s.r.o.		Prievidza	100%	EUR	13 277 568
Slovenia					
Nestlé Adriatic Trgovina d.o.o.		Ljubljana	100%	EUR	8 763

Companies		City	% capital shareholdings	Currency	Capital
Spain					
Aquarel Iberica S.A.		Barcelona	100%	EUR	300 505
Cereal Partners España A.E.I.E.	1)	Esplugues de Llobregat (Barcelona)	50%	EUR	120 202
Davigel España S.A.		Sant Just Desvern (Barcelona)	100%	EUR	984 000
Helados y Postres S.A.		Vitoria (Alava)	100%	EUR	103 900 300
Innéov España S.A.°	1)	Madrid	50%	EUR	120 000
Laboratorios Galderma, S.A.°	1)	Madrid	50%	EUR	432 480
Nestlé España S.A.		Esplugues de Llobregat (Barcelona)	100%	EUR	100 000 000
Nestlé Purina PetCare España S.A.		Castellbisbal (Barcelona)	100%	EUR	12 000 000
Nestlé Waters España, S.A.		Barcelona	100%	EUR	300 000
Productos del Café S.A.		Reus (Tarragona)	100%	EUR	6 600 000
Sweden					
Galderma Holding AB°	◊ 1)	Bromma	50%	SEK	50 000
Galderma Nordic AB°	1)	Bromma	50%	SEK	31 502 698
Kaffeknappen AB	◊	Stockholm	100%	SEK	100 000
Kaffeknappen Sverige AB		Stockholm	100%	SEK	100 000
Nestlé Sverige AB		Helsingborg	100%	SEK	20 000 000
Q-Med AB°	1)	Uppsala	50%	SEK	24 845 500
Q-Med Holding Sweden AB°	1)	Uppsala	50%	SEK	100 000
Q-Med Production AB°	1)	Uppsala	50%	SEK	100 000
Switzerland					
Beverage Partners Worldwide (Europe) AG	◊ 1)	Zürich	50%	CHF	14 000 000
CPW Operations Sàrl	1)	Prilly	50%	CHF	20 000
CPW S.A.	1)	Prilly	50%	CHF	10 000 000
Eckes-Granini (Suisse) S.A.	2)	Henniez	49%	CHF	2 000 000
Entreprises Maggi S.A.	◊	Cham	100%	CHF	100 000
Galderma Pharma S.A.°	◊ 1)	Lausanne	50%	CHF	48 900 000
Galderma S.A.°	1)	Cham	50%	CHF	178 100
Intercona Re AG	◊	Châtel-St-Denis	100%	CHF	35 000 000
Nestec S.A.		Vevey	100%	CHF	5 000 000
Nestlé Finance S.A.	◊	Cham	100%	CHF	30 000 000
Nestlé Health Science S.A.		Vevey	100%	CHF	100 000
Nestlé Institute of Health Sciences S.A.		Ecublens	100%	CHF	100 000
Nestlé International Travel Retail S.A.		Vevey	100%	CHF	3 514 000
Nestlé Nespresso S.A.		Lausanne	100%	CHF	2 000 000
Nestlé Operational Services Worldwide S.A.		Bussigny-près-Lausanne	100%	CHF	100 000
Nestlé Waters (Suisse) S.A.		Henniez	100%	CHF	5 000 000
Nestrade S.A.		La Tour-de-Peilz	100%	CHF	6 500 000
Nutrition-Wellness Venture AG	◊	Vevey	100%	CHF	100 000
Rive-Reine S.A.	◊	La Tour-de-Peilz	100%	CHF	2 000 000
S.I. En Bergère Vevey S.A.	◊	Vevey	100%	CHF	19 500 000
Société des Produits Nestlé S.A.		Vevey	100%	CHF	54 750 000
Sofinol S.A.		Manno	100%	CHF	3 000 000
Spirig Phama AG°	1)	Egerkingen	50%	CHF	600 000

Companies		City	% capital shareholdings	Currency	Capital
Turkey					
Balaban Gida Sanayi ve Ticaret A.S.		Sakarya	50.9%	TRY	21 424 364
Cereal Partners Gida Ticaret Limited Sirketi	1)	Istanbul	50%	TRY	25 020 000
Erikli Dagitim ve Pazarlama A.S.		Bursa	100%	TRY	3 849 975
Erikli Su ve Mesrubat Sanayi ve Ticaret A.S.		Bursa	100%	TRY	12 700 000
NDB Gida Sanayi ve Ticaret A.S.	◊	Istanbul	50.9%	TRY	66 611 123
Nestlé Türkiye Gida Sanayi A.S.		Istanbul	99.9%	TRY	35 000 000
Nestlé Waters Gida ve Mesrubat Sanayi Ticaret A.S.		Bursa	100%	TRY	8 000 000
Ukraine					
LLC Nestlé Ukraine		Kyiv	100%	USD	150 000
LLC Technocom		Kharkiv	100%	UAH	119 658 066
PJSC "Lviv Confectionery Factory Svitoch"		Lviv	97%	UAH	88 111 060
PRJSC Volynholding		Torchyn	100%	UAH	100 000
United Kingdom					
Buxton Mineral Waters Ltd	◊	Rickmansworth	100%	GBP	14 000 000
Cereal Partners UK	1)	Herts	50%	GBP	—
Galderma (UK) Ltd°	1)	Watford	50%	GBP	1 500 000
Nespresso UK Ltd		Gatwick	100%	GBP	275 000
Nestec York Ltd		Gatwick	100%	GBP	500 000
Nestlé Holdings (UK) PLC	◊	Gatwick	100%	GBP	77 940 000
Nestlé Purina PetCare (UK) Ltd		Gatwick	100%	GBP	44 000 000
Nestlé UK Ltd		Gatwick	100%	GBP	129 972 342
Nestlé Waters GB Ltd	◊	Rickmansworth	100%	GBP	14 000 000
Nestlé Waters UK Ltd		Gatwick	100%	GBP	640
Nestlé Waters (UK) Holdings Ltd	◊	Gatwick	100%	GBP	6 500 002
Vitaflo (International) Ltd		Liverpool	100%	GBP	625 379

Companies	City	% capital shareholdings	Currency	Capital
Africa				
Algeria				
Nestlé Algérie SpA	Alger	70%	DZD	7 000 000
Nestlé Waters Algérie SpA	Blida	100%	DZD	1 622 551 965
Angola				
Nestlé Angola Lda	Luanda	100%	AOA	24 000 000
Burkina Faso				
Nestlé Burkina Faso S.A.U.	Ouagadougou	100%	XOF	50 000 000
Cameroon				
Nestlé Cameroun	Douala	100%	XAF	650 000 000
Côte d'Ivoire				
Nestlé Côte d'Ivoire Δ	Abidjan	86.5%	XOF	5 517 600 000
Listed on the Abidjan stock exchange, market capitalisation XOF 71.7 billion, quotation code (ISIN) CI0009240728				
Democratic Republic of the Congo				
Nestlé Congo s.p.r.l.	Kinshasa	100%	USD	33 200 000
Egypt				
Nestlé Egypt S.A.E.	Giza	100%	EGP	80 722 000
Nestlé Waters Distribution Company	Cairo	64%	EGP	15 200 000
Nestlé Waters Egypt S.A.E.	Cairo	63.7%	EGP	81 500 000
Gabon				
Nestlé Gabon	Libreville	90%	XAF	344 000 000
Ghana				
Nestlé Central and West Africa Ltd	Accra	100%	GHS	46 000
Nestlé Ghana Ltd	Accra	76%	GHS	20 100 000
Guinea				
Nestlé Guinée S.A.	Conakry	99%	GNF	3 424 000 000
Kenya				
Nestlé Equatorial African Region Limited	Nairobi	100%	KES	132 000 000
Nestlé Kenya Ltd	Nairobi	100%	KES	172 958 400
Mali				
Nestlé Mali S.A.U.	Bamako	100%	XOF	10 000 000
Mauritius				
Nestlé SEA Trading Ltd	Port Louis	100%	USD	2
Nestlé's Products (Mauritius) Ltd	Port Louis	100%	BSD	71 500

Companies		City	% capital shareholdings	Currency	Capital
Morocco					
Nestlé Maghreb S.A.		Casablanca	100%	MAD	300 000
Nestlé Maroc S.A.		El Jadida	94.5%	MAD	156 933 000
Mozambique					
Nestlé Mocambique Lda		Maputo	100%	MZN	4 000
Niger					
Nestlé Niger S.A.		Niamey	99.6%	XOF	50 000 000
Nigeria					
Nestlé Nigeria Plc	Δ	Ilupeju	63.5%	NGN	396 328 126
Listed on the Nigerian Stock Exchange, market capitalisation NGN 951.2 billion, quotation code (ISIN) NGNESTLE0006					
Senegal					
Nestlé Sénégal		Dakar	100%	XOF	1 620 000 000
South Africa					
Galderma Laboratories South Africa (Pty) Ltd°	1)	Randburg	50%	ZAR	375 000
Nestlé (South Africa) (Pty) Ltd		Johannesburg	100%	ZAR	553 400 000
Togo					
Nestlé Togo S.A.U.		Lome	100%	XOF	50 000 000
Tunisia					
Nestlé Tunisie Distribution S.A.		Tunis	99.5%	TND	100 000
Nestlé Tunisie S.A.		Tunis	99.5%	TND	8 438 280
Zambia					
Nestlé Zambia Trading Ltd		Lusaka	100%	ZMK	2 317 500 000
Zimbabwe					
Nestlé Zimbabwe (Private) Ltd		Harare	100%	USD	2 100 000

Companies		City	% capital shareholdings	Currency	Capital
Americas					
Argentina					
Cereales Partners LLC - Union Transitoria de Empresas	1)	Buenos Aires	50%	ARS	—
Dairy Partners Americas Manufacturing Argentina S.A.	2)	Buenos Aires	50%	ARS	272 500
Eco de Los Andes S.A.		Buenos Aires	50.9%	ARS	92 524 285
Galderma Argentina S.A.°	1)	Buenos Aires	50%	ARS	9 900 000
Nestlé Argentina S.A.		Buenos Aires	100%	ARS	10 809 000
Nestlé Waters Argentina S.A.		Buenos Aires	100%	ARS	8 420 838
Barbados					
Lacven Corporation	◊ 1)	Barbados	50%	USD	60 000 000
Bermuda					
Centram Holdings Ltd	◊	Hamilton	100%	USD	12 000
DPA Manufacturing Holdings Ltd	◊ 2)	Hamilton	50%	USD	23 639 630
Bolivia					
Industrias Alimentícias Fagal S.r.l.		Santa Cruz	100%	BOB	133 100 000
Nestlé Bolivia S.A.		Santa Cruz	100%	BOB	191 900
Brazil					
Chocolates Garoto S.A.		Vila Velha	100%	BRL	161 450 000
CPW Brasil Ltda	1)	São Paulo	50%	BRL	7 885 520
Dairy Partners Americas Brasil Ltda	1)	São Paulo	50%	BRL	27 606 368
Dairy Partners Americas Manufacturing Brasil Ltda	2)	São Paulo	50%	BRL	39 468 974
Dairy Partners Americas Nordeste – Produtos Alimentícios Ltda	1)	Garanhuns	50%	BRL	100 000
Galderma Brasil Ltda°	1)	São Paulo	50%	BRL	19 741 602
Innéov Brasil Nutricosmeticos Ltda°	1)	Duque de Caxias	50%	BRL	20 000
Nestlé Brasil Ltda		São Paulo	100%	BRL	450 092 396
Nestlé Nordeste Alimentos e Bebidas Ltda		Feira de Santana	100%	BRL	12 713 641
Nestlé Sudeste Alimentos e Bebidas Ltda		São Paulo	100%	BRL	109 317 818
Nestlé Sul Alimentos e Bebidas Ltda		Carazinho	100%	BRL	73 049 736
Nestlé Waters Brasil – Bebidas e Alimentos Ltda		São Paulo	100%	BRL	87 248 341
Canada					
G. Production Canada Inc.°	1)	Baie D'Urfé (Québec)	50%	CAD	100
Galderma Canada Inc.°	1)	New Brunswick	50%	CAD	100
Nestlé Canada Inc.		Toronto (Ontario)	100%	CAD	47 165 540
Nestlé Capital Canada Ltd	◊	Toronto (Ontario)	100%	CAD	1 010
Nestlé Globe Inc.		Toronto (Ontario)	100%	CAD	106 000 100
Cayman Islands					
Hsu Fu Chi International Limited		Grand Cayman	60%	SGD	7 950 000

Companies		City	% capital shareholdings	Currency	Capital
Chile					
Aguas CCU – Nestlé Chile S.A.	3)	Santiago de Chile	49.8%	CLP	49 799 375 321
Cereales CPW Chile Ltda	1)	Santiago de Chile	50%	CLP	3 026 156 114
Comercializadora de Productos Nestlé S.A.		Santiago de Chile	99.7%	CLP	1 000 000
Nestlé Chile S.A.		Santiago de Chile	99.7%	CLP	11 832 926 000
Colombia					
Comestibles La Rosa S.A.		Bogotá	100%	COP	126 397 400
Dairy Partners Americas Manufacturing Colombia Ltda	2)	Bogotá	50%	COP	200 000 000
Nestlé de Colombia S.A.		Bogotá	100%	COP	1 291 305 400
Nestlé Purina PetCare de Colombia S.A.		Bogotá	100%	COP	17 030 000 000
Costa Rica					
Compañía Nestlé Costa Rica S.A.		Barreal de Heredia	100%	CRC	18 000 000
Gerber Ingredients, S.A.		San José	100%	CRC	10 000
Cuba					
Coralac S.A.		La Habana	60%	USD	6 350 000
Los Portales S.A.		La Habana	50%	USD	24 110 000
Dominican Republic					
Nestlé Dominicana S.A.		Santo Domingo	97.4%	DOP	48 500 000
Silsa Dominicana S.A.		Santo Domingo	97.4%	USD	50 000
Ecuador					
Ecuajugos S.A.	1)	Quito	50%	USD	521 583
Industrial Surindu S.A.		Quito	100%	USD	3 000 000
Nestlé Ecuador S.A.		Quito	100%	USD	1 776 760
Nestlé Servicios S.A. SerNest		Quito	100%	USD	50 000
El Salvador					
Nestlé El Salvador, S.A. de C.V.		San Salvador	100%	USD	4 457 200
Guatemala					
Malher S.A.		Guatemala	96%	GTQ	100 000 000
Malher Export S.A.		Guatemala	96%	GTQ	5 000
Nestlé Guatemala S.A.		Mixco	100%	GTQ	23 460 600
Honduras					
Nestlé Hondureña S.A.		Tegucigalpa	100%	PAB	200 000
Jamaica					
Nestlé Jamaica Ltd		Kingston	100%	JMD	49 200 000

Companies		City	% capital shareholdings	Currency	Capital
Mexico					
CPW México, S. de R.L. de C.V.	1)	México, D.F.	50%	MXN	43 138 000
Galderma México, S.A. de C.V.°	1)	México, D.F.	50%	MXN	2 385 000
Manantiales La Asunción, S.A.P.I. de C.V.		México, D.F.	40%	MXN	1 205 827 492
Marcas Nestlé, S.A. de C.V.		México, D.F.	100%	MXN	500 050 000
Nescalín, S.A. de C.V.	◊	México, D.F.	100%	MXN	445 826 740
Nespresso México, S.A. de C.V.		México, D.F.	100%	MXN	10 050 000
Nestlé México, S.A. de C.V.		México, D.F.	100%	MXN	607 532 730
Nestlé Servicios Corporativos, S.A. de C.V.		México, D.F.	100%	MXN	170 100 000
Nestlé Servicios Industriales, S.A. de C.V.		México, D.F.	100%	MXN	1 050 000
Productos Gerber, S.A. de C.V.		México, D.F.	100%	MXN	5 252 440
Ralston Purina México, S.A. de C.V.		México, D.F.	100%	MXN	9 257 112
Waters Partners Services México, S.A.P.I. de C.V.		México, D.F.	40%	MXN	600 000
Nicaragua					
Compañía Centroaméricana de Productos Lácteos, S.A.		Managua	92.6%	NIO	10 294 900
Nestlé Nicaragua, S.A.		Managua	100%	USD	150 000
Panama					
Food Products (Holdings), S.A.	◊	Panamá City	100%	PAB	286 000
Garma Enterprises, S.A.	◊	Panamá City	96%	PAB	0
Lacteos de Centroamérica, S.A.		Panamá City	100%	USD	1 500 000
Nestlé Centroamérica, S.A.		Panamá City	100%	USD	1 000 000
Nestlé Panamá, S.A.		Panamá City	100%	PAB	17 500 000
Unilac, Inc.	◊	Panamá City	100%	USD	750 000
Paraguay					
Nestlé Paraguay S.A.		Asunción	100%	PYG	100 000 000
Peru					
Nestlé Marcas Perú, S.A.C.		Lima	100%	PEN	1 000
Nestlé Perú, S.A.		Lima	99.6%	PEN	120 683 387
Puerto Rico					
Nestlé Puerto Rico, Inc.		San Juan	100%	USD	500 000
Payco Foods Corporation		Bayamon	100%	USD	890 000
SWIRL Corporation		Guyanabo	100%	USD	100
Trinidad and Tobago					
Nestlé Caribbean, Inc.		Valsayn	100%	USD	100 000
Nestlé Trinidad and Tobago Ltd		Valsayn	100%	TTD	35 540 000

Companies		City	% capital shareholdings	Currency	Capital
United States					
Beverage Partners Worldwide (North America)	1)	Wilmington (Delaware)	50%	USD	—
Checkerboard Holding Company, Inc.	◊	Wilmington (Delaware)	100%	USD	1 001
Dreyer's Grand Ice Cream Holdings, Inc.	◊	Wilmington (Delaware)	100%	USD	10
Galderma Laboratories, Inc.°	1)	Fort Worth (Texas)	50%	USD	981
Galderma Research and Development, LLC.°	1)	Delaware	50%	USD	2 050 000
Gerber Life Insurance Company		New York	100%	USD	148 500 000
Gerber Products Company		Fremont (Michigan)	100%	USD	1 000
Nespresso USA, Inc.		Wilmington (Delaware)	100%	USD	1 000
Nestlé Capital Corporation	◊	Wilmington (Delaware)	100%	USD	1 000 000
Nestlé Dreyer's Ice Cream Company		Wilmington (Delaware)	100%	USD	1
Nestlé HealthCare Nutrition, Inc.		Wilmington (Delaware)	100%	USD	50 000
Nestlé Health Science-Pamlab, Inc.		Wilmington (Delaware)	100%	USD	1
Nestlé Holdings, Inc.	◊	Wilmington (Delaware)	100%	USD	100 000
Nestlé Insurance Holdings, Inc.		Wilmington (Delaware)	100%	USD	10
Nestlé Nutrition R&D Centers, Inc.		Wilmington (Delaware)	100%	USD	10 000
Nestlé Prepared Foods Company		Philadelphia (Pennsylvania)	100%	USD	476 760
Nestlé Purina PetCare Company		St. Louis (Missouri)	100%	USD	1 000
Nestlé Purina PetCare Global Resources, Inc.		Wilmington (Delaware)	100%	USD	1 000
Nestlé R&D Center, Inc.		Wilmington (Delaware)	100%	USD	10 000
Nestlé Transportation Company		Wilmington (Delaware)	100%	USD	100
Nestlé USA, Inc.		Wilmington (Delaware)	100%	USD	1 000
Nestlé Waters North America Holdings, Inc.	◊	Wilmington (Delaware)	100%	USD	10 000 000
Nestlé Waters North America, Inc.		Wilmington (Delaware)	100%	USD	10 700 000
NiMCo US, Inc.	◊	Wilmington (Delaware)	100%	USD	1
Prometheus Laboratories Inc.		Los Angeles (California)	100%	USD	100
Red Maple Insurance Company		Williston (Vermont)	100%	USD	1 200 000
Sweet Leaf Tea Company		Austin (Texas)	100%	USD	10
The Stouffer Corporation	◊	Cleveland (Ohio)	100%	USD	0
Tradewinds Beverage Company		Cincinnati (Ohio)	100%	USD	0
TSC Holdings, Inc.	◊	Wilmington (Delaware)	100%	USD	100 000
Vitality Foodservice, Inc.		Dover (Delaware)	100%	USD	1 240
Uruguay					
Nestlé del Uruguay S.A.		Montevideo	100%	UYU	9 495 189
Venezuela					
Corporación Inlaca, C.A.	1)	Caracas	50%	VEF	6 584 590
Laboratorios Galderma Venezuela, S.A.°	1)	Caracas	50%	VEF	5 000
Nestlé Cadipro, S.A.		Caracas	100%	VEF	50 633 501
Nestlé Venezuela, S.A.		Caracas	100%	VEF	516 590

Companies		City	% capital shareholdings	Currency	Capital
Asia					
Bahrain					
Nestlé Bahrain Trading WLL		Manama	49%	BHD	200 000
Bangladesh					
Nestlé Bangladesh Limited		Dhaka	100%	BDT	100 000 000
Greater China Region					
Anhui Yinlu Foods Co., Ltd.		Chuzhou	60%	CNY	303 990 000
Beverage Partners Worldwide (Pacific) Limited		Hong Kong	50%	HKD	352 000 000
CPW Tianjin Limited	1)	Tianjin	50%	CNY	305 000 000
Dongguan Andegu Plastic Packaging Material Limited		Dongguan	60%	HKD	10 000 000
Dongguan Hsu Chi Food Co., Limited		Dongguan	60%	HKD	700 000 000
Galderma Hong Kong Limited°	1)	Hong Kong	50%	HKD	10 000
Guangzhou Refrigerated Foods Limited		Guangzhou	95.5%	CNY	390 000 000
Henan Hsu Fu Chi Foods Co., Limited		Zhumadian	60%	CNY	210 000 000
Hsu Fu Chi International Holdings Limited	◊	Hong Kong	60%	USD	100 000
Hubei Yinlu Foods Co., Limited		Hanchuan	60%	CNY	353 000 000
Nestlé (China) Limited		Beijing	100%	CNY	250 000 000
Nestlé Dongguan Limited		Dongguan	100%	CNY	536 000 000
Nestlé Hong Kong Limited		Hong Kong	100%	HKD	250 000 000
Nestlé Hulunbeir Limited		Hulunbeir	100%	CNY	158 000 000
Nestlé Nespresso Beijing Limited		Beijing	100%	CNY	7 000 000
Nestlé Purina PetCare Tianjin Limited		Tianjin	100%	CNY	40 000 000
Nestlé Qingdao Limited		Laixi	100%	CNY	930 000 000
Nestlé R&D (China) Limited		Beijing	100%	CNY	40 000 000
Nestlé Shanghai Limited		Shanghai	95%	CNY	200 000 000
Nestlé Shuangcheng Limited		Shuangcheng	97%	CNY	435 000 000
Nestlé Sources Shanghai Limited		Shanghai	100%	CNY	211 000 000
Nestlé Sources Tianjin Limited		Tianjin	95%	CNY	204 000 000
Nestlé Taiwan Limited		Taipei	100%	TWD	100 000 000
Nestlé Tianjin Limited		Tianjin	100%	CNY	785 000 000
Q-Med International Limited°	1)	Hong Kong	50%	HKD	10 000
Q-Med International Trading (Shanghai) Limited°	1)	Shanghai	50%	USD	600 000
Shandong Yinlu Foods Co. Limited		Jinan	60%	CNY	146 880 000
Shanghai Nestlé Product Services Limited		Shanghai	100%	CNY	83 000 000
Shanghai Totole First Food Limited		Shanghai	80%	CNY	72 000 000
Shanghai Totole Food Limited		Shanghai	80%	USD	7 800 000
Sichuan Haoji Food Co. Limited		Puge	80%	CNY	80 000 000
Wyeth (Shanghai) Trading Company Limited (China)		Shanghai	100%	USD	1 000 000
Wyeth Nutritional (China) Co., Limited		Suzhou	100%	CNY	900 000 000
Xiamen Yinlu Foods Group Co., Limited		Xiamen	60%	CNY	496 590 000
Yunnan Dashan Drinks Co., Limited		Kunming	100%	CNY	35 000 000
India					
Galderma India Private Ltd°	1)	Mumbai	50%	INR	24 156 000
Nestlé India Ltd	Δ	New Delhi	62.8%	INR	964 157 160
Listed on the Mumbai stock exchange, market capitalisation INR 510.7 billion, quotation code (ISIN) INE239A01016					

Companies		City	% capital shareholdings	Currency	Capital
Indonesia					
P. T. Nestlé Indofood Citarasa Indonesia	1)	Jakarta	50%	IDR	200 000 000 000
P. T. Nestlé Indonesia		Jakarta	90.2%	IDR	152 753 440 000
P. T. Wyeth Nutrition Indonesia		Jakarta	90%	IDR	2 000 000 000
Iran					
Anahita Polour Industrial Mineral Water Company		Tehran	100%	IRR	35 300 000 000
Nestlé Iran (Private Joint Stock Company)		Tehran	89.7%	IRR	358 538 000 000
Israel					
Nespresso Israel Ltd		Tel-Aviv	100%	ILS	1 000
OSEM Investments Ltd	Δ	Shoam	63.7%	ILS	110 644 444
Listed on the Tel-Aviv stock exchange, market capitalisation ILS 9.4 billion, quotation code (ISIN) IL0003040149					
Japan					
Galderma K.K.°	1)	Tokyo	50%	JPY	10 000 000
Nestlé Japan Ltd		Kobe	100%	JPY	20 000 000 000
Nestlé Nespresso K.K.		Kobe	100%	JPY	10 000 000
Jordan					
Ghadeer Mineral Water Co. WLL		Amman	75%	JOD	1 785 000
Nestlé Jordan Trading Company Ltd		Amman	77.8%	JOD	410 000
Kuwait					
Nestlé Kuwait General Trading Company WLL		Safat	49%	KWD	300 000
Lebanon					
Société des Eaux Minérales Libanaises S.A.L.		Hazmieh	100%	LBP	1 610 000 000
Société pour l'Exportation des Produits Nestlé S.A.		Baabda	100%	CHF	1 750 000
SOHAT Distribution S.A.L.		Hazmieh	100%	LBP	160 000 000
Malaysia					
Cereal Partners (Malaysia) Sdn. Bhd.	1)	Petaling Jaya	50%	MYR	2 500 000
Nestlé (Malaysia) Bhd.	Δ	Petaling Jaya	72.6%	MYR	234 500 000
Listed on the Kuala Lumpur stock exchange, market capitalisation MYR 15.9 billion, quotation code (ISIN) MYL4707OO005					
Nestlé Asean (Malaysia) Sdn. Bhd.		Petaling Jaya	72.6%	MYR	42 000 000
Nestlé Manufacturing (Malaysia) Sdn. Bhd.		Petaling Jaya	72.6%	MYR	132 500 000
Nestlé Products Sdn. Bhd.		Petaling Jaya	72.6%	MYR	25 000 000
Purina PetCare (Malaysia) Sdn. Bhd.		Petaling Jaya	100%	MYR	1 100 000
Wyeth Nutrition (Malaysia) Sdn. Bhd.		Petaling Jaya	100%	MYR	61 969 505
Oman					
Nestlé Oman Trading LLC		Muscat	49%	OMR	300 000
Pakistan					
Nestlé Pakistan Ltd	Δ	Lahore	59%	PKR	453 495 840
Listed on the Karachi and the Lahore stock exchanges, market capitalisation PKR 342.4 billion, quotation code (ISIN) PK0025101012					

Companies		City	% capital shareholdings	Currency	Capital
Palestinian Territories					
Nestlé Trading Private Limited Company		Bethlehem	97.5%	JOD	200 000
Philippines					
CPW Philippines, Inc.	1)	Makati City	50%	PHP	7 500 000
Galderma Philippines, Inc.°	1)	Manila	50%	PHP	12 500 000
Nestlé Business Services AOA, Inc.		Bulacan	100%	PHP	70 000 000
Nestlé Philippines, Inc.		Cabuyao	100%	PHP	2 300 927 400
Penpro, Inc.		Makati City	88.5%	PHP	630 000 000
Wyeth Philippines, Inc.		Manila	100%	PHP	610 418 100
Qatar					
Al Manhal Water Factory Co. Ltd WLL		Doha	51%	QAR	5 500 000
Nestlé Qatar Trading LLC		Doha	49%	QAR	1 680 000
Republic of Korea					
Galderma Korea Ltd°	1)	Seoul	50%	KRW	500 000 000
Nestlé Korea Ltd		Seoul	100%	KRW	22 141 560 000
Pulmuone Waters Co., Ltd		Gyeonggi-Do	51%	KRW	6 778 760 000
Saudi Arabia					
Al Anhar Water Factory Co. Ltd		Jeddah	64%	SAR	7 500 000
Al Manhal Water Factory Co. Ltd		Riyadh	64%	SAR	7 000 000
Nestlé Saudi Arabia LLC		Jeddah	75%	SAR	27 000 000
Nestlé Water Factory Co. Ltd		Riyadh	64%	SAR	15 000 000
Saudi Food Industries Co. Ltd	3)	Jeddah	51%	SAR	51 000 000
SHAS Company for Water Services Ltd		Riyadh	64%	SAR	13 500 000
Springs Water Factory Co. Ltd		Dammam	64%	SAR	5 000 000
Singapore					
Galderma Singapore Private Ltd°	1)	Singapore	50%	SGD	1 387 000
Nestlé R&D Center (Pte) Ltd		Singapore	100%	SGD	20 000 000
Nestlé Singapore (Pte) Ltd		Singapore	100%	SGD	1 000 000
Nestlé TC Asia Pacific Pte Ltd	◊	Singapore	100%	JPY	10 000 000 000
				SGD	2
Wyeth Nutritionals (Singapore) Pte Ltd		Singapore	100%	SGD	2 159 971 715
Sri Lanka					
Nestlé Lanka PLC	Δ	Colombo	90.8%	LKR	537 254 630
Listed on the Colombo stock exchange, market capitalisation LKR 112.9 billion, quotation code (ISIN) LK0128N00005					
Syria					
Nestlé Syria S.A.		Damascus	100%	SYP	800 000 000
Thailand					
Nestlé (Thai) Ltd		Bangkok	100%	THB	880 000 000
Perrier Vittel (Thailand) Ltd		Bangkok	100%	THB	235 000 000
Quality Coffee Products Ltd		Bangkok	50%	THB	500 000 000

Companies		City	% capital shareholdings	Currency	Capital
United Arab Emirates					
CP Middle East FZCO	1)	Dubai	50%	AED	600 000
Nestlé Dubai Manufacturing LLC		Dubai	49%	AED	300 000
Nestlé Middle East FZE		Dubai	100%	AED	3 000 000
Nestlé Treasury Centre-Middle East & Africa Ltd	◊	Dubai	100%	USD	2 997 343 684
Nestlé UAE LLC		Dubai	49%	AED	2 000 000
Nestlé Waters Factory H&O LLC		Dubai	48%	AED	22 300 000
Uzbekistan					
Nestlé Uzbekistan MChJ		Namangan	99.2%	USD	33 965 463
OJSC Namangansut (Nafosat)		Namangan	80%	USZ	46 227 969
Vietnam					
La Vie Limited Liability Company		Long An	65%	USD	2 663 400
Nestlé Vietnam Ltd		Dongnai	100%	USD	155 266 000

Companies		City	% capital shareholdings	Currency	Capital
Oceania					
Australia					
Cereal Partners Australia Pty Ltd	1)	Sydney	50%	AUD	107 800 000
Galderma Australia Pty Ltd°	1)	Sydney	50%	AUD	2 500 300
Nestlé Australia Ltd		Sydney	100%	AUD	274 000 000
Vitaflo Australia Pty Ltd		Vic	100%	AUD	5
Fiji					
Nestlé (Fiji) Ltd		Lami	100%	FJD	3 000 000
French Polynesia					
Nestlé Polynésie S.A.S.		Papeete	100%	XPF	5 000 000
New Caledonia					
Nestlé Nouvelle-Calédonie S.A.S.		Nouméa	100%	XPF	250 000 000
New Zealand					
CPW New Zealand	1)	Auckland	50%	NZD	—
Nestlé New Zealand Limited		Auckland	100%	NZD	300 000
Papua New Guinea					
Nestlé (PNG) Ltd		Lae	100%	PGK	11 850 000

Technical assistance, research and development units

Technical Assistance	TA
Research centres	R
Research & Development centres	R&D
Product Technology centres	PTC

		City of operations			
Switzerland					
Nestec S.A.		Vevey		TA	

Technical, scientific, commercial and business assistance company whose units, specialised in all areas of the business, supply permanent know-how and assistance to operating companies in the Group within the framework of licence and equivalent contracts. It is also responsible for all scientific research and technological development, which it undertakes itself or through affiliated companies.

The units involved are:

Clinical Development Unit		Lausanne		R	
CPW R&D Centre	1)	Orbe		R&D	
Nestlé Institute of Health Sciences		Ecublens		R	
Nestlé Product Technology Centre		Konolfingen		PTC	
Nestlé Product Technology Centre		Orbe		PTC	
Nestlé R&D Centre		Broc		R&D	
Nestlé R&D Centre		Orbe		R&D	
Nestlé Research Centre		Lausanne		R	
Nestlé System Technology Centre		Orbe		PTC	
Australia					
CPW R&D Centre	1)	Rutherglen		R&D	
Chile					
Nestlé R&D Centre		Santiago de Chile		R&D	
Côte d'Ivoire					
Nestlé R&D Centre		Abidjan		R&D	
France					
Galderma R&D Centre°	1)	Biot		R&D	
Nestlé Product Technology Centre		Beauvais		PTC	
Nestlé Product Technology Centre		Lisieux		PTC	
Nestlé Product Technology Centre		Vittel		PTC	
Nestlé R&D Centre		Aubigny		R&D	
Nestlé R&D Centre		Tours		R&D	
Germany					
Nestlé Product Technology Centre		Singen		PTC	

	City of operations	
Greater China Region		
Nestlé R&D Centre	Beijing	R&D
Nestlé R&D Centre	Shanghai	R&D
India		
Nestlé R&D Centre	Gurgaon	R&D
Israel		
Nestlé R&D Centre	Sderot	R&D
Italy		
Nestlé R&D Centre	Sansepolcro	R&D
Mexico		
Nestlé R&D Centre	Queretaro	R&D
Republic of Ireland		
Nestlé R&D Centre	Askeaton	R&D
Singapore		
Nestlé R&D Centre	Singapore	R&D
Sweden		
Galderma R&D Centre° [1)]	Uppsala	R&D
United Kingdom		
Nestlé Product Technology Centre	York	PTC
United States		
Galderma R&D Centre° [1)]	Cranbury (New Jersey)	R&D
Nestlé Product Technology Centre	Fremont (Michigan)	PTC
Nestlé Product Technology Centre	Marysville (Ohio)	PTC
Nestlé Product Technology Centre	St. Louis (Missouri)	PTC
Nestlé R&D Centre	Bakersfield (California)	R&D
Nestlé R&D Centre	Minneapolis (Minnesota)	R&D
Nestlé R&D Centre	San Diego (California)	R&D
Nestlé R&D Centre	Solon (Ohio)	PTC
Nestlé R&D Centre	St. Joseph (Missouri)	R&D
Nestlé R&D Centre	King of Prussia (Pennsylvania)	R&D

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Income statement
for the year ended 31 December 2013

In millions of CHF

	Notes	2013	2012
Income			
Income from Group companies	2	8 089	7 699
Financial income	3	208	492
Profit on disposal of assets	4	1 247	52
Other income		128	111
Total income		**9 672**	**8 354**
Expenses			
Investment write downs	5	(1 376)	(1 828)
Administration and other expenses	6	(249)	(337)
Financial expense	7	(52)	(71)
Total expenses before taxes		**(1 677)**	**(2 236)**
Profit before taxes		**7 995**	**6 118**
Taxes	8	(537)	(422)
Profit for the year	21	**7 458**	**5 696**

Balance sheet
as at 31 December 2013

before appropriations

In millions of CHF

	Notes	2013	2012
Assets			
Current assets			
Liquid assets	9	2 709	1 366
Receivables	10	1 026	2 522
Prepayments and accrued income		7	9
Total current assets		**3 742**	**3 897**
Non-current assets			
Financial assets	11	41 620	41 188
Intangible assets	15	367	1 994
Tangible fixed assets	16	—	—
Total non-current assets		**41 987**	**43 182**
Total assets		**45 729**	**47 079**
Liabilities and equity			
Liabilities			
Short-term payables	17	4 045	6 333
Accruals and deferred income		11	18
Long-term payables	18	154	155
Provisions	19	751	711
Total liabilities		**4 961**	**7 217**
Equity			
Share capital	20/21	322	322
Legal reserves	21	3 818	3 788
Special reserve	21	29 165	29 371
Profit brought forward	21	5	685
Profit for the year	21	7 458	5 696
Total equity		**40 768**	**39 862**
Total liabilities and equity		**45 729**	**47 079**

1. Accounting policies

General
Nestlé S.A. (the Company) is the ultimate holding company of the Nestlé Group which comprises subsidiaries, associated companies and joint ventures throughout the world. The accounts are prepared in accordance with accounting principles required by Swiss law. They are prepared under the historical cost convention and on the accruals basis.

Foreign currency translation
Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward contract. Non-monetary assets and liabilities are carried at historical rates. Monetary assets and liabilities in foreign currencies are translated at year-end rates. Any resulting exchange differences are included in the respective income statement captions depending upon the nature of the underlying transactions. The aggregate unrealised exchange difference is calculated by reference to original transaction date exchange rates and includes hedging transactions. Where this gives rise to a net loss, it is charged to the income statement whilst a net gain is deferred.

Hedging
The Company uses forward foreign exchange contracts, options, financial futures and currency swaps to hedge foreign currency flows and positions. Unrealised foreign exchange differences on hedging instruments are matched and accounted for with those on the underlying asset or liability. Long-term loans, in foreign currencies, used to finance investments in participations are generally not hedged.

The Company also uses interest rate swaps to manage interest rate risk. The swaps are accounted for at fair value at each balance sheet date and changes in the market value are recorded in the income statement.

Income statement
Not currently transferable income is recognised only upon receipt. Dividends paid out of pre-acquisition profits are not included under income from Group companies; instead they are credited against the carrying value of the participation.

In accordance with Swiss law and the Company's Articles of Association, dividends are treated as an appropriation of profit in the year in which they are ratified at the Annual General Meeting rather than as an appropriation of profit in the year to which they relate.

Taxes
This caption includes taxes on profit, capital and withholding taxes on transfers from Group companies.

Financial assets
The carrying value of participations and loans comprises the cost of investment, excluding the incidental costs of acquisition, less any write downs.

Participations located in countries where the political, economic or monetary situation might be considered to carry a greater than normal level of risk are carried at a nominal value of one franc.

Participations and loans are written down on a conservative basis, taking into account the profitability of the company concerned.

Marketable securities are valued at the lower of cost and market value.

Own shares held to cover option rights in favour of members of the Group's Management are carried at exercise price if lower than cost. Own shares held for trading purposes are carried at cost as are own shares earmarked to cover other Long-Term Incentive Plans. Own shares repurchased for the Share Buy-Back Programme are carried at cost. All gains and losses on own shares are recorded in the income statement.

Intangible assets
Trademarks and other industrial property rights are written off on acquisition or exceptionally over a longer period.

Tangible fixed assets
The Company owns land and buildings which have been depreciated in the past to one franc. Office furniture and equipment are fully depreciated on acquisition.

Provisions
Provisions recognise contingencies which may arise and which have been prudently provided. A provision for uninsured risks is constituted to cover general risks not insured with third parties, such as consequential loss. Provisions for Swiss taxes are made on the basis of the Company's taxable capital, reserves and profit for the year. A general provision is maintained to cover possible foreign tax liabilities.

Employee benefits
In Switzerland, Nestlé's pension plan is a cash balance plan where contributions are expressed as a percentage of the pensionable salary. The pension plan guarantees the amount accrued on the members' savings accounts, as well as a minimum interest on those savings accounts. At retirement date, the savings accounts are converted into pensions. However, members may opt to receive a part of the pension as a lump sum. Increases of pensions in payment are granted on a discretionary basis by the Board of Trustees, subject to the financial situation of the plan. To be noted that there is also a defined benefit plan that has been closed to new entrants in 2013 and whose members below age 55 have been transferred to the cash balance plan. This heritage plan is an hybrid between a cash balance plan and a plan based on a final pensionable salary.

Prepayments and accrued income
Prepayments and accrued income are comprised of payments made in advance relating to the following year, and income relating to the current year which will not be received until after the balance sheet date (such as interest receivable on loans or deposits). Revaluation gains on open forward exchange contracts at year-end rates, as well as the result of the valuation of interest rate swaps, are also included in this caption.

Accruals and deferred income
Accruals and deferred income comprise expenses relating to the current year which will not be paid until after the balance sheet date and income received in advance, relating to the following year. Net revaluation losses on open forward exchange contracts at year-end rates, as well as the result of the valuation of interest rate swaps, are also included in this caption.

2. Income from Group companies

This represents dividends of the current and prior years and other net income from Group companies.

3. Financial income

In millions of CHF

	2013	2012
Net result on loans to Group companies	113	433
Other financial income	95	59
	208	**492**

4. Profit on disposal of assets

This represents mainly the net gains realised on the sale of financial assets, trademarks and other industrial property rights previously written down.

5. Investment write downs

In millions of CHF

	2013	2012
Participations and loans	939	1 204
Trademarks and other industrial property rights	437	624
	1 376	**1 828**

6. Administration and other expenses

In millions of CHF

	2013	2012
Salaries and welfare expenses	114	101
Other expenses	135	236
	249	**337**

7. Financial expense

In millions of CHF

	2013	2012
Net result on loans from Group companies	52	71
Other financial expenses	—	—
	52	**71**

8. Taxes

This includes withholding taxes on income from foreign sources, as well as Swiss taxes for which adequate provisions have been established.

9. Liquid assets

In millions of CHF

	2013	2012
Cash and cash equivalents	2 709	1 366
Marketable securities	—	—
	2 709	**1 366**

Cash and cash equivalents include deposits with maturities of less than three months. Marketable securities consist of commercial paper with maturities from three to six months.

10. Receivables

In millions of CHF

	2013	2012
Amounts owed by Group companies (current accounts)	963	1 907
Other receivables	63	615
	1 026	**2 522**

11. Financial assets

In millions of CHF	Notes	2013	2012
Participations in Group companies	12	30 297	28 617
Loans to Group companies	13	10 391	11 574
Own shares	14	932	946
Other investments		—	51
		41 620	**41 188**

12. Participations in Group companies

In millions of CHF	2013	2012
At 1 January	28 617	28 131
Net increase/(decrease)	1 971	820
Write downs	(291)	(334)
At 31 December	**30 297**	**28 617**

The carrying value of participations continues to represent a conservative valuation having regard to both the income received by the Company and the net assets of the Group companies concerned.

A list of the most important companies held, either directly by Nestlé S.A. or indirectly through other Group companies, with the percentage of the capital controlled is given in the Consolidated Financial Statements of the Nestlé Group.

13. Loans to Group companies

In millions of CHF	2013	2012
At 1 January	11 574	13 233
New loans	1 638	4 691
Repayments and write downs	(2 625)	(6 169)
Realised exchange differences	(70)	(63)
Unrealised exchange differences	(126)	(118)
At 31 December	**10 391**	**11 574**

Loans granted to Group companies are usually long-term to finance investments in participations.

14. Own shares

In millions of CHF	2013		2012	
	Number	Amount	Number	Amount
Management Stock Option Plan	6 768 355	335	8 054 705	389
Restricted Stock Unit Plan	8 259 480	481	8 659 704	475
Performance Share Unit Plan	403 945	23	332 120	18
Future Long-Term Incentive Plans	1 603 644	93	1 155 184	64
	17 035 424	**932**	**18 201 713**	**946**

The Company held 6 768 355 shares to cover management option rights and 10 267 069 shares to cover the other incentives plans. The Management Stock Option Plan is valued at strike price if lower than acquisition cost, while the shares held for the other plans are valued at acquisition cost. During the year 4 568 909 shares were delivered as part of the Nestlé Group remuneration plans for a total value of CHF 274 million.

15. Intangible assets

This amount represents the balance of the trademarks and other industrial property rights capitalised in relation with the acquisition of Kraft Foods' frozen pizza.

16. Tangible fixed assets

These are principally the land and buildings at Cham. The "En Bergère" head office building in Vevey is held by a service company, which is wholly owned by Nestlé S.A.

The fire insurance value of buildings, furniture and office equipment at 31 December 2013 amounted to CHF 9.5 million (2012: CHF 25 million).

17. Short-term payables

In millions of CHF	2013	2012
Amounts owed to Group companies	3 992	6 218
Other payables	53	115
	4 045	**6 333**

18. Long-term payables

Amounts owed to Group companies represent a long-term loan issued in 1989.

19. Provisions

In millions of CHF

	2013					2012
	Uninsured risks	Exchange risks	Swiss & foreign taxes	Other	**Total**	**Total**
At 1 January	475	6	122	108	**711**	**878**
Provisions made in the period	—	—	142	46	**188**	**194**
Amounts used	—	—	(92)	(36)	**(128)**	**(347)**
Unused amounts reversed	—	(6)	(3)	(11)	**(20)**	**(14)**
At 31 December	**475**	**—**	**169**	**107**	**751**	**711**

20. Share capital

In millions of CHF

	2013	2012
Number of registered shares of nominal value CHF 0.10 each	3 224 800 000	3 224 800 000
In millions of CHF	322	322

According to article 5 of the Company's Articles of Association, no person or entity shall be registered with voting rights for more than 5% of the share capital as recorded in the commercial register. This limitation on registration also applies to persons who hold some or all of their shares through nominees pursuant to this article. In addition, article 11 provides that no person may exercise, directly or indirectly, voting rights, with respect to own shares or shares represented by proxy, in excess of 5% of the share capital as recorded in the commercial register.

At 31 December 2013, the share register showed 153 005 registered shareholders. If unprocessed applications for registration, the indirect holders of shares under American Depositary Receipts and the beneficial owners of shareholders registered as nominees are also taken into account, the total number of shareholders probably exceeds 250 000. The Company was not aware of any shareholder holding, directly or indirectly, 5% or more of the share capital. Group companies were holding together 1.1% of the Nestlé S.A. share capital as at 31 December 2013.

Conditional share capital

According to the Articles of Association, the share capital may be increased in an amount not to exceed CHF 10 000 000 (ten million Swiss francs) by issuing up to 100 000 000 registered shares with a nominal value of CHF 0.10 each, which shall be fully paid up, through the exercise of conversion rights and/or option rights granted in connection with the issuance by Nestlé S.A. or one of its subsidiaries of newly or already issued convertible debentures, debentures with option rights or other financial market instruments.

Concerning the share capital in general, refer also to the Corporate Governance Report.

21. Changes in equity

In millions of CHF

	Share capital	General reserve (a)	Reserve for own shares (a)(b)	Special reserve	Retained earnings	Total
At 1 January 2013	322	1 913	1 875	29 371	6 381	**39 862**
Transfer from the special reserve	—	—	—	(225)	225	**—**
Profit for the year	—	—	—	—	7 458	**7 458**
Dividend for 2012	—	—	—	—	(6 552)	**(6 552)**
Movement of own shares	—	—	30	(30)	—	**—**
Dividend on own shares held on the payment date of 2012 dividend	—	—	—	49	(49)	**—**
At 31 December 2013	**322**	**1 913**	**1 905**	**29 165**	**7 463**	**40 768**

(a) The general reserve and the reserve for own shares constitute the legal reserves.
(b) Refer to Note 22.

22. Reserve for own shares

At 31 December 2012, the reserve for own shares amounting to CHF 1875 million represented the cost of 18 201 713 shares earmarked to cover the Nestlé Group remuneration plans and 18 038 445 shares held for trading purposes.

During the year, a total of 4 568 909 shares have been delivered to the beneficiaries of the Nestlé Group remuneration plans. In addition, 7 646 039 shares have been acquired at a cost of CHF 485 million, of which 3 402 620 shares to cover Nestlé Group remuneration plans. 4 093 419 shares have been sold for a total amount of CHF 279 million.

Another Group company holds 18 188 445 Nestlé S.A. shares. The total of own shares of 35 223 869 held by Group companies at 31 December 2013 represents 1.1% of the Nestlé S.A. share capital (36 240 158 own shares held at 31 December 2012, representing 1.1% of the Nestlé S.A. share capital).

23. Contingencies

At 31 December 2013, the total of the guarantees mainly for credit facilities granted to Group companies and commercial paper programmes, together with the buy-back agreements relating to notes issued, amounted to CHF 20 272 million (2012: CHF 25 822 million).

24. Risk assessment

Nestlé Management considers that the risks for Nestlé S.A. are the same as the ones identified at Group level, as the holding is an ultimate aggregation of all the entities of the Group.

Therefore, we refer to the Nestlé Group Enterprise Risk Management Framework (ERM) described in Note 24 of the Consolidated Financial Statements.

25. Additional information requested by the Swiss Code of Obligations on remuneration

Annual remuneration of members of the Board of Directors

				2013
	Cash in CHF (a)	Number of shares	Discounted value of shares in CHF (b)	**Total remuneration**
Peter Brabeck-Letmathe, Chairman (c)	1 600 000	97 636	5 373 885	**6 973 885**
Paul Bulcke, Chief Executive Officer (c)	—	—	—	**—**
Andreas Koopmann, 1st Vice Chairman	325 000	4 730	260 339	**585 339**
Rolf Hänggi, 2nd Vice Chairman	330 000	4 806	264 522	**594 522**
Beat Hess	255 000	3 662	201 556	**456 556**
Daniel Borel	205 000	2 899	159 561	**364 561**
Jean-Pierre Meyers	175 000	2 441	134 353	**309 353**
Steven G. Hoch	175 000	2 441	134 353	**309 353**
Naïna Lal Kidwai	205 000	2 899	159 561	**364 561**
Titia de Lange	155 000	2 136	117 565	**272 565**
Jean-Pierre Roth	175 000	2 441	134 353	**309 353**
Ann M. Veneman	175 000	2 441	134 353	**309 353**
Henri de Castries	205 000	2 899	159 561	**364 561**
Eva Cheng	155 000	2 136	117 565	**272 565**
Total for 2013	**4 135 000**	**133 567**	**7 351 527**	**11 486 527**
Total for 2012	**4 185 000**	**158 654**	**7 393 277**	**11 578 277**

(a) The cash amount includes the expense allowance of CHF 15 000. The Chairman receives no expense allowance.
(b) Nestlé S.A. shares received as part of the Board membership and the Committee fees are valued at the closing price of the share on the SIX Swiss Exchange on the ex-dividend date, discounted by 16.038% to account for the blocking period of three years.
(c) The Chairman and the Chief Executive Officer receive neither Board membership or Committee fees nor expense allowance.

In 2013, Ms Eva Cheng joined the Board as a new member. Mr André Kudelski retired from the board during 2013.

Peter Brabeck-Letmathe, in his capacity as active Chairman, received a cash compensation as well as Nestlé S.A. shares, which are blocked for three years. This in particular reflects certain responsibilities for the direction and control of the Group including Nestlé Health Science S.A. and the direct leadership of Nestlé's interests in L'Oréal, Galderma and Laboratoires innéov. He also represents Nestlé at the Foundation Board of the World Economic Forum (WEF) and on behalf of Nestlé chairs the Water Resource Group 2030. He is a member of the European / Hong Kong Business Co-operation Committee (EU/HK BCC). The remuneration includes all compensation received in relation to these activities. His total compensation was:

		2013		2012
	Number	Value in CHF	Number	Value in CHF
Cash Compensation	—	1 600 000	—	1 600 000
Blocked shares (discounted value)	97 636	5 373 885	115 316	5 373 726
Total	**—**	**6 973 885**	**—**	**6 973 726**

Loans to members of the Board of Directors

There are no loans outstanding to executive and non-executive members of the Board of Directors or closely related parties.

Additional fees and remuneration of the Board of Directors

There are no additional fees or remuneration paid by Nestlé S.A. or any of its Group companies, directly or indirectly, to members of the governing body or closely related parties, except for CHF 35 000 paid to Ms T. de Lange who serves as a member of the Nestlé Nutrition Council (NNC) and CHF 25 321 paid to Ms A.M. Veneman who serves as a member of the CSV Council.

Compensations and loans for former members of the Board of Directors

There is no compensation conferred during 2013 on former members of the Board of Directors who gave up their function during the year preceding the year under review or earlier. Similarly, there are no loans outstanding to former members of the Board of Directors.

Shares and stock options ownership of the non-executive members of the Board of Directors and closely related parties as at 31 December 2013

	Number of shares held [a]	Number of options held [b]
Peter Brabeck-Letmathe, Chairman	2 795 465	1 707 600
Andreas Koopmann, 1st Vice Chairman	83 289	—
Rolf Hänggi, 2nd Vice Chairman	82 922	—
Beat Hess	23 803	—
Daniel Borel	231 749	—
Jean-Pierre Meyers	1 430 898	—
Steven G. Hoch	219 018	—
Naïna Lal Kidwai	18 849	—
Titia de Lange	10 073	—
Jean-Pierre Roth	9 738	—
Ann M. Veneman	8 006	—
Henri de Castries	6 323	—
Eva Cheng	2 136	—
Total as at 31 December 2013	**4 922 269**	**1 707 600**
Total as at 31 December 2012	**4 723 350**	**2 167 600**

(a) Including blocked shares.
(b) The ratio is one option for one Nestlé S.A. share.

Annual remuneration of members of the Executive Board

The total remuneration of members of the Executive Board amounts to CHF 43 073 611 for the year 2013 (CHF 43 882 674 for the year 2012). The breakdown of this amount by nature of expenses as well as the remuneration principles are disclosed in Appendix 1 of the Corporate Governance Report.

The valuation of equity compensation plans mentioned in this note differs in some respect from compensation disclosures in Note 21.1 of the Consolidated Financial Statements of the Nestlé Group, which have been prepared in accordance with International Financial Reporting Standards (IFRS).

The Company also made contributions of CHF 4 563 809 toward future pension benefits of the Executive Board members in line with Nestlé’s Pension Benefit Policy (CHF 5 429 717 in 2012).

Highest total compensation for a member of the Executive Board

In 2013, the highest total compensation for a member of the Executive Board was conferred to Paul Bulcke, the CEO.

	2013		2012	
	Number	Value in CHF	Number	Value in CHF
Annual Base Salary		2 500 000		2 375 000
Short-Term Bonus (cash)		—		223 035
Short-Term Bonus (discounted value of Nestlé S.A. share)	53 045	2 991 208	66 472	3 558 246
Stock Options (fair value at grant)	—	—	420 000	1 906 800
Performance Share Units (fair value at grant)	58 600	3 776 184	34 300	1 873 466
Other benefits		28 884		28 884
Total		**9 296 276**		**9 965 431**
% Fixed/Variable		27.2-72.8		24.1-75.9

The Company also made a contribution of CHF 2 092 312 towards future pension benefits in line with Nestlé's Pension Benefits Policy (CHF 1 962 676 in 2012), as a consequence of having adjusted his base salary and decreased his variable compensation.

Loans to members of the Executive Board

On 31 December 2013, there were no loans outstanding to any member of the Executive Board.

Additional fees and remuneration of the Executive Board

One member of the Executive Board, in his role of President and CEO of Nestlé Health Science S.A., also participated in 2013 in the Nestlé Health Science Long-Term Incentive Plan, a Phantom Share Unit plan based on the long-term development of that company. He was attributed 11 000 Units in 2013, with a fair value at grant of CHF 89.31 per Unit (vesting period of three years; value capped at two times the Unit price at grant).

Compensations and loans for former members of the Executive Board

In 2013, no compensation was paid to former members of the Executive Board (CHF 50 000 were conferred during 2012 to a former member of the Executive Board). On 31 December 2013, there were no loans outstanding to former members of the Executive Board.

Shares and stock options ownership of the members of the Executive Board and closely related parties as at 31 December 2013

	Number of shares held (a)	Number of options held (b)
Paul Bulcke	538 500	1 677 000
Luis Cantarell	105 535	436 250
José Lopez	73 721	215 600
Laurent Freixe	46 132	194 300
Chris Johnson	18 093	185 400
Patrice Bula	63 217	165 700
Doreswamy (Nandu) Nandkishore	79 994	170 200
Wan Ling Martello	22 360	121 100
Stefan Catsicas	—	—
Marco Settembri	10 110	—
Peter Vogt	28 075	—
Martial Rolland	15 590	—
David P. Frick	41 699	—
Total as at 31 December 2013	**1 043 026**	**3 165 550**
Total as at 31 December 2012	**1 106 156**	**4 714 800**

(a) Including shares subject to a three-year blocking period.
(b) The ratio is one option for one Nestlé S.A. share.

Proposed appropriation of profit

In CHF	2013	2012
Retained earnings		
Balance brought forward	4 757 545	685 377 470
Profit for the year	7 457 959 285	5 695 711 140
	7 462 716 830	**6 381 088 610**
We propose the following appropriations:		
Transfer from the special reserve	—	(225 000 000)
Dividend for 2013, CHF 2.15 per share on 3 221 645 395 shares [(a)] (2012: CHF 2.05 on 3 220 161 495 shares) [(b)]	6 926 537 599	6 601 331 065
	6 926 537 599	**6 376 331 065**
Balance to be carried forward	**536 179 231**	**4 757 545**

(a) Depending on the number of shares issued as of the last trading day with entitlement to receive the dividend (11 April 2014). No dividend is paid on own shares held by the Nestlé Group. The respective amount will be attributed to the special reserve.
(b) The amount of CHF 49 120 618, representing the dividend on 23 961 277 own shares held at the date of the dividend payment, has been transferred to the special reserve.

Provided that the proposal of the Board of Directors is approved by the Annual General Meeting, the gross dividend will amount to CHF 2.15 per share, representing a net amount of CHF 1.3975 per share after payment of the Swiss withholding tax of 35%. The last trading day with entitlement to receive the dividend is 11 April 2014. The shares will be traded ex-dividend as of 14 April 2014. The net dividend will be payable as from 17 April 2014.

The Board of Directors

Cham and Vevey, 12 February 2014

Report of the Statutory Auditor

to the General Meeting of Nestlé S.A.

As statutory auditor, we have audited the financial statements (income statement, balance sheet and notes to the annual accounts on pages 175 to 189) of Nestlé S.A. for the year ended 31 December 2013.

Board of Directors' responsibility

The Board of Directors is responsible for the preparation of the financial statements in accordance with the requirements of Swiss law and the Company's Articles of Incorporation. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements for the year ended 31 December 2013 comply with Swiss law and the Company's Articles of Incorporation.

Report on other legal requirements

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act (AOA) and independence (article 728 CO and article 11 AOA) and that there are no circumstances incompatible with our independence.

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the Company's Articles of Incorporation. We recommend that the financial statements submitted to you be approved.

KPMG SA

Scott Cormack
Licensed Audit Expert
Auditor in charge

Fabien Lussu
Licensed Audit Expert

Geneva, 12 February 2014

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Shareholder information

Stock exchange listing
At 31 December 2013, Nestlé S.A. shares are listed on the SIX Swiss Exchange (ISIN code: CH0038863350). American Depositary Receipts (ISIN code: US6410694060) representing Nestlé S.A. shares are offered in the USA by Citibank.

Registered Offices
Nestlé S.A.
Avenue Nestlé 55
CH-1800 Vevey (Switzerland)
tel.: +41 (0)21 924 21 11

Nestlé S.A.
(Share Transfer Office)
Zugerstrasse 8
CH-6330 Cham (Switzerland)
tel.: +41 (0)41 785 20 20

Further information
For additional information, contact:
Nestlé S.A.
Investor Relations
Avenue Nestlé 55
CH-1800 Vevey (Switzerland)
tel.: +41 (0)21 924 35 09
fax: +41 (0)21 924 28 13
e-mail: ir@nestle.com

As to information concerning the share register (registrations, transfers, address changes, dividends, etc.), please contact:
Nestlé S.A.
(Share Transfer Office)
Zugerstrasse 8
CH-6330 Cham (Switzerland)
tel.: +41 (0)41 785 20 20
fax: +41 (0)41 785 20 24
e-mail:
shareregister@nestle.com

The *Nestlé Annual Report*, the *Year in Review*, the *Corporate Governance Report* and the *Financial Statements* are available online as a PDF in English, French and German.
The consolidated income statement, balance sheet and cash flow statement are also available as Excel files.

Nestlé URL:
www.nestle.com

Important dates
10 April 2014
147th Annual General Meeting, 'Beaulieu Lausanne', Lausanne (Switzerland)

11 April 2014
Last trading day with entitlement to dividend

14 April 2014
Ex dividend date

15 April 2014
2014 First quarter sales figures

17 April 2014
Payment of the dividend

7 August 2014
2014 Half-yearly Results

16 October 2014
2014 Nine months sales figures

19 February 2015
2014 Full Year Results

16 April 2015
148th Annual General Meeting, 'Beaulieu Lausanne', Lausanne (Switzerland)

The Annual report contains forward looking statements which reflect Management's current views and estimates. The forward looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those contained in the forward looking statements. Potential risks and uncertainties include such factors as general economic conditions, foreign exchange fluctuations, competitive product and pricing pressures and regulatory developments.

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